

# P02000031337

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**MERGER OR SHARE EXCHANGE**  
**Premier Baths, Inc.**

**EFFECTIVE DATE**  
5-31-11

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**ARTICLES OF MERGER**  
(State of Florida)  
**OF**  
**PREMIER BATHROOMS USA, INC.**  
(a Washington corporation)  
**AND**  
**PREMIER BATHROOMS (NY) INCORPORATED**  
(a New York corporation)  
**INTO**  
**PREMIER BATHS, INC.**  
(a Florida corporation)

**EFFECTIVE DATE**  
5-31-11

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The following Articles of Merger are being submitted in accordance with (and are authorized pursuant to) Chapter 607, Florida Statutes, including, but not limited to, Section 607.1105, and any other applicable laws of this jurisdiction or foreign jurisdictions by **PREMIER BATHROOMS USA, INC., a Washington corporation, PREMIER BATHROOMS (NY) INCORPORATED, a New York corporation, (individually and collectively the "Merging Entity(ies)") and PREMIER BATHS, INC., a Florida corporation (the "Surviving Entity").**

**ARTICLE I**  
**ADOPTION AND APPROVAL**

These Articles of Merger were duly adopted and approved by the Merging Entities and the Surviving Entity pursuant to the requirements of Chapter 607, Florida Statutes, and any other applicable laws of this jurisdiction or foreign jurisdictions.

**ARTICLE II**  
**MERGING ENTITIES**

The name, address(es), jurisdiction, and entity type for the Merging Entities are as follows:

PREMIER BATHROOMS USA, INC., a Washington corporation  
2330 South Nova Road  
South Daytona, FL 32119  
Washington, USA

PREMIER BATHROOMS (NY) INCORPORATED, a New York corporation  
2330 South Nova Road  
South Daytona, FL 32119  
New York, USA

**ARTICLE III**  
**SURVIVING ENTITY**

The name, address(es), jurisdiction, and entity type for the Surviving Entity are as follows:

PREMIER BATHS, INC., a Florida corporation  
2330 South Nova Road  
South Daytona, FL 32119  
Florida, USA

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**ARTICLE IV  
EFFECTIVE DATE**

The effective time and date of the merger shall be 11:59 p.m., May 31, 2011.

**ARTICLE V  
PLAN OF MERGER**

The Plan of Merger is attached hereto and incorporated herein as Exhibit A, which Plan of Merger includes the general terms and conditions of the merger and the manner and basis of merging the shares of the Merging Entities and the Surviving Entity. The Plan of Merger was duly adopted and approved by the Merging Entities and the Surviving Entities pursuant to the requirements of Chapter 607, Florida Statutes, and any other applicable laws of this jurisdiction or foreign jurisdictions. The Articles of Incorporation of the Surviving Entity shall be amended to the extent provided in the Plan of Merger.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 27<sup>th</sup> day of May, 2011

**"Merging Entities"**

**PREMIER BATHROOMS USA, INC.,**  
a Washington corporation,

By: Iain Whyte  
Name: Iain Whyte  
Title: President

**PREMIER BATHROOMS (NY) INCORPORATED,**  
a New York corporation

By: Iain J. Whyte  
Name: Iain Whyte  
Title: President

**"Surviving Entity"**

**PREMIER BATHS, INC.,**  
a Florida corporation

By: Iain J. Whyte  
Name: Iain Whyte  
Title: President

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EXHIBIT A

Plan of Merger

[See Plan of Merger attached hereto and incorporated herein.]

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**PLAN OF MERGER BETWEEN  
PREMIER BATHS, INC.,  
PREMIER BATHROOMS USA, INC.  
AND  
PREMIER BATHROOMS NEW YORK, INC.**

The following Plan of Merger, which was adopted and approved by the Board of Directors and Shareholders of Premier Baths, Inc., a Florida corporation (the "Surviving Entity"), Premier Bathrooms USA, Inc., a Washington corporation ("USA"), and Premier Bathrooms New York, Inc., a New York corporation ("NY") (collectively, USA and NY referred to herein as the "Companies"), is being submitted in accordance with section 607.1101, Florida Statutes.

1. The name and jurisdiction of each merging party are as follows:

Premier Baths, Inc., a Florida corporation

Premier Bathrooms USA, Inc., a Washington corporation

Premier Bathrooms New York, Inc., a New York corporation

2. The name of the surviving party is:

Premier Baths, Inc., a Florida corporation

3. On the effective date of the merger, the general terms and conditions of the merger are: (i) the separate existence of the Companies shall cease and the Companies shall be merged with and into the Surviving Entity, (ii) the Articles of Incorporation of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Articles of Incorporation of the Surviving Entity, as amended hereby, (iii) the Bylaws of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Bylaws of the Surviving Entity, and (iv) the Federal Employer Identification Number ("FEI") assigned to the Surviving Entity shall remain the FEI used of the Surviving Entity.

4. The manner and basis of converting the shares of each Company into shares of the Surviving Entity is as follows: The Companies and the Surviving Entity have the same shareholder. On the effective date of the merger and in consideration and recognition of the common ownership of the entities, the ownership of the Surviving Entity will not change.

5. The effective date and time of the merger will be 11:59 p.m., May 31, 2011.

This Plan of Merger was adopted by the shareholder and members of the merging parties' Board of Directors on the 27<sup>th</sup> day of May, 2011.

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