

PO2000031337

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Certificates of Status

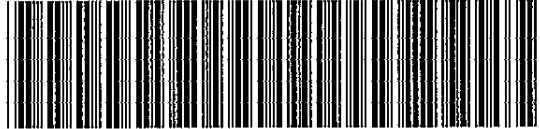
Special Instructions to Filing Officer:

3/7 merger

CC

PO2000031337

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DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



UCC FILING & SEARCH SERVICES, INC.  
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 (850) 681-6528

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March 7, 2003

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Premier Bathrooms of Florida, L.L.C. into

Premier Baths, Inc.

**Filing Evidence**

☐ Plain/Confirmation Copy

☒ Certified Copy

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
 Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PREMIER BATHROOMS OF FLORIDA, LLC, L02000004005, A FLORIDA  
LIMITED LIABILITY COMPANY

,

INTO

**PREMIER BATHS, INC.**, a Florida entity, P02000031337

File date: March 7, 2003

Corporate Specialist: Michelle Hodges

**ARTICLES OF MERGER BETWEEN  
PREMIER BATHS, INC.  
AND  
PREMIER BATHROOMS OF FLORIDA, L.L.C.**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes:

**ARTICLE 1**

The exact name and address of its principal office, jurisdiction, entity type, Florida Document/Registration Number, and FEI for each merging party are as follows:

Name: Premier Baths, Inc.  
Principal Address: 4134 Gulf of Mexico Drive, Suite 302  
Longboat Key, Florida 34228  
Jurisdiction & Entity Type: Florida, corporation  
Document Number: P02000031337  
FEI: 01-0645317

Name: Premier Bathrooms of Florida, LLC  
Principal Address: 5 Tropical Lane  
Daytona Beach, Florida 32118  
Jurisdiction & Entity Type: Florida, limited liability company  
Document Number: L02000004005  
FEI: 04-3605517

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TALLAHASSEE, FLORIDA

**ARTICLE 2**

The exact name, address of its principal office, jurisdiction, entity type, Florida Document/Registration Number, and FEI for the surviving party are as follows:

Name: Premier Baths, Inc.  
Principal Address: 4134 Gulf of Mexico Drive, Suite 302  
Longboat Key, Florida 34228  
Jurisdiction & Entity Type: Florida, corporation  
Document Number: P02000031337  
FEI: 01-0645317

### ARTICLE 3

The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes, and was approved by the sole shareholder of Premier Baths, Inc. on the 11<sup>th</sup> day of February, 2003 in accordance with the requirements of Chapter 607, Florida Statutes.

### ARTICLE 4

The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by the members of Premier Bathrooms of Florida, L.L.C. on the 11<sup>th</sup> day of February, 2003 in accordance with the requirements of Chapter 608, Florida Statutes.

### ARTICLE 5

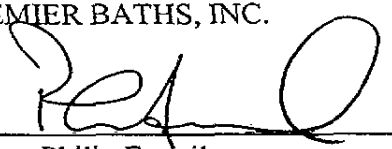
The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

### ARTICLE 6

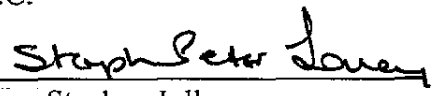
These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 11<sup>th</sup> day of February, 2003.

PREMIER BATHS, INC.

  
By: Philip Farmiloe  
Title: Chairman, Premier Bathrooms  
Ltd of England, sole shareholder

PREMIER BATHROOMS OF FLORIDA,  
L.L.C.

  
By: Stephen Jolley  
Title: Manager

**PLAN OF MERGER BETWEEN  
PREMIER BATHS, INC.  
AND  
PREMIER BATHROOMS OF FLORIDA, L.L.C.**

The following Plan of Merger, which was adopted and approved by Premier Baths, Inc., a Florida corporation (the "Surviving Entity") and Premier Bathrooms of Florida, L.L.C., a Florida limited liability company ("Company"), is being submitted in accordance with section 608.438, Florida Statutes, and section 607.1011, Florida Statutes.

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

Premier Baths, Inc., a Florida corporation

Premier Bathrooms of Florida, L.L.C., a Florida limited liability company

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 Company shall cease and Company 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 Company shall become the FEI used for the Surviving Entity.

4. The manner and basis of converting the percentage interests of Company and the shares of Surviving Entity into shares of the Surviving Entity is as follows: On the effective date of the merger and in consideration and recognition of the common ownership of certain, but not all, members and shareholders of the Surviving Entity and the Company, Company interests and shares of the Surviving Entity, shall be converted such that the issued and outstanding shares of the Surviving Entity on the date immediately preceding the merger make up fifty-one percent (51%) of the authorized shares of the Surviving Entity post-merger; Steven Jolley shall own twenty-four and one-half percent (24.5%) of Surviving Entity; and Clive Iggulden shall own twenty-four and one-half percent (24.5%) of Surviving Entity post-merger.

5. The Articles of Incorporation of the Surviving Entity are hereby amended to read as follows:

Article III Capital Stock:

The Corporation is authorized to have 10,000 shares of common stock with a par value of \$1.00 (one dollar) each.

This Plan of Merger, together with the foregoing amendment, was adopted by the shareholder and members of the merging parties on the 11<sup>th</sup> day of February, 2003.