

Division of Corporations

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273928

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

LIFESTYLE CARPETS, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

T M ENTERPRISES, INC., a Florida corporation, document number L33957

INTO

LIFESTYLE CARPETS, INC., a Florida entity, 273928

File date: December 29, 1999, effective January 1, 2000

Corporate Specialist: Karen Gibson

Fax Audit No.: H99000033326 2

STATE OF FLORIDA
ARTICLES OF MERGER
OF
T M ENTERPRISES, INC.
a Florida corporation
INTO
LIFESTYLE CARPETS, INC.
a Florida corporation

EFFECTIVE DATE
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SECRETARY OF STATE

Pursuant to Florida Statutes Section 607.1105 entitled "Merger," the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement of Merger and Plan of Reorganization (the "Merger Agreement") attached hereto as Exhibit A was adopted by the Board of Directors and the shareholders of T M Enterprises, Inc., a Florida corporation (the "Merged Corporation") on December 28, 1999. The Merger Agreement was adopted by the Board of Directors of Lifestyle Carpets, Inc., a Florida corporation (the "Surviving Corporation"), on December 28, 1999. The shareholders of the Surviving Corporation were not required to approve the Merger Agreement. The Merged Corporation and the Surviving Corporation entered into the Merger Agreement on December 28, 1999.

SECOND: The merger of the Merged Corporation into the Surviving Corporation shall become effective on January 1, 2000.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 28th day of December, 1999.

MERGED CORPORATION:

T M ENTERPRISES, INC.

By: Timmie R. Murray
Timmie R. Murray, President

SURVIVING CORPORATION:

LIFESTYLE CARPETS, INC.

By: Peggy A. Snell
Peggy A. Snell, President

Fax Audit No.: H99000033326 2
Michael H Robbins, Esquire
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Avenue, Suite 2800
Tampa, Florida 33602
813/227-2230
Bar No.: 0092495

Initials/Lifestyle carpets/articles of merger

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EXHIBIT "A"**AGREEMENT OF MERGER
AND PLAN OF REORGANIZATION**

THIS AGREEMENT OF MERGER AND PLAN OF REORGANIZATION, made and entered into as of the 28th day of December, 1999 (this "Merger Agreement"), by and between T M Enterprises, Inc., a Florida corporation (the "Merged Corporation"), and Lifestyle Carpets, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Board of Directors of the Merged Corporation deem it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Merger Agreement was approved and adopted by the Board of Directors and shareholders of the Merged Corporation and by the Board of Directors of the Surviving Corporation; and

WHEREAS, pursuant to Florida Statutes Section 607.1103, the Surviving Corporation's shareholder is not required to approve the Merger Agreement,

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

**ARTICLE I
CORPORATE EXISTENCE**

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their

Fax Audit No.: H99000033326 2
Michael H. Robbins, Esquire
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Avenue, Suite 2800
Tampa, Florida 33602
813/227-2230
Bar No.: 0093495

Fax Audit No. H99000033326 2

terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

C. Upon the Merger becoming effective, the name of the Surviving Corporation shall be "Lifestyle Carpets, Inc."

ARTICLE II

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Board of Directors and officers of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors and officers of the Surviving Corporation until their successors are elected or

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Michael H. Robbins, Esquire
Shumaker, Loop & Kendrick, LLP
141 East Kennedy Avenue, Suite 2800
Tampa, Florida 33602
813/227-2230
Bar No.: 0092495

Fax Audit No.: H99000033326 2

appointed or qualified or until their earlier resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and By-laws.

ARTICLE V

CONVERSION AND EXCHANGE OF SHARES

A. The authorized number and par value, if any, of shares of all classes of stock of the Surviving Corporation immediately prior to the Merger shall be the authorized number and par value, if any, of shares of all classes of stock of the Surviving Corporation from and after the Merger.

B. By virtue of the Merger and without any action on the part of the holder thereof, each shareholder's shares of the Merged Corporation's Common Stock shall be converted into 5.55 shares of the Surviving Corporation's Common Stock. Upon the surrender of certificates representing shares of the Merged Corporation's Common Stock by holders thereof, certificates for the appropriate number of the Surviving Corporation's shares shall be issued in exchange by the Surviving Corporation.

C. Timmie R. Murray represents and warrants to the Surviving Corporation that immediately prior to the Merger being effective, there will be 100 shares of Common Stock of the Merged Corporation issued and outstanding and that no other shares of capital stock of the Merged Corporation will be issued and outstanding.

ARTICLE VI

APPROVAL OF MERGER

This Merger Agreement has been approved by the Board of Directors and shareholders of the Merged Corporation and the Board of Directors of the Surviving Corporation as of December 28, 1999. Pursuant to Florida Statutes Section 607.1103, the Surviving Corporation's shareholder is not required to approve the Merger Agreement.

ARTICLE VII

EFFECTIVE DATE OF MERGER

The Effective Date of the Merger shall be January 1, 2000.

ARTICLE VIII

SHAREHOLDERS' AGREEMENT

Peggy Snell, Timmie Murray and the Surviving Corporation agree to enter into a shareholders agreement within 10 days of execution of this Merger Agreement to (i) prohibit the transfer or encumbrance of the shares of common stock of the Surviving Corporation held by Peggy Snell and Timmie Murray unless such shares are first offered to the Surviving Corporation and each

Fax Audit No.: H99000033326 2
Michael H. Robbins, Esquire
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Avenue, Suite 2800
Tampa, Florida 33602
813/227-2330
Bar No.: 0092495

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other; and to (ii) provide for the repurchase of the shares of the Surviving Corporation held by Timmie Murray upon his death, disability or termination of employment by the Surviving Corporation.

ARTICLE IX
FURTHER ASSURANCES

If at any time after the Merger, the Merged Corporation or the Surviving Corporation shall consider it advisable that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property, rights, privileges, powers and franchises of the Merged Corporation, the Board of Directors and officers of the Merged Corporation last in office shall execute and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances of law, and do any and all things necessary or proper to vest, perfect, or confirm title to such property, rights, privileges, powers and franchises in the Surviving Corporation and otherwise to carry out the provisions of this Merger Agreement.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Merger Agreement under their corporate seals the day and year first above written.

T M ENTERPRISES, INC.

By: Timmie R. Murray
Timmie R. Murray, President

LIFESTYLE CARPETS, INC.

By: Peggy A. Snell
Peggy A. Snell, President

Timmie R. Murray
Timmie R. Murray

Peggy A. Snell
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Rax Audit No. H99000033326 2
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101 East Kennedy Avenue, Suite 2800
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