

CT CORPORATION SYSTEM

293707

CORPORATION(S) NAME

Levitz Furniture Realty Corporation Merging into: Levitz Furniture Corpo

FILED  
01 FEB 28 PM 4:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Merger

900003747949--1  
-02/22/01--01097--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability 2/27/01 2/20/01  
Document \_\_\_\_\_  
Examiner DR  
Updater DR  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

Order#: 3640875

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

ENC \*00789,00561, 00711, 00672

TO: TALLAHASSEE, FLORIDA  
DIVISION OF REVENUE  
2001 FEB 22 PM 2:47  
SUFFICIENT FOR FILING

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LEVITZ FURNITURE REALTY CORPORATION, a Fla corp. P96000080429

INTO

**LEVITZ FURNITURE CORPORATION**, a Florida entity, 293707

File date: February 26, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 22, 2001

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: LEVITZ FURNITURE CORPORATION  
Ref. Number: 293707

We have received your document for LEVITZ FURNITURE CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 901A00011291

*Date added. Please file, but do not backdate. Thank you!*

RECEIVED  
01 FEB 26 PM 4:42  
LARRAIE CT  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

LEVITZ FURNITURE CORPORATION

FLORIDA

**Second:** The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

LEVITZ FURNITURE REALTY CORPORATION

FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR**       /      /       (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 26, 2001 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

FILED  
 01 FEB 26 PM 4:50  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

EDWARD P. ZIMMON  
PRESIDENT

## FEB 06 '01 15:04

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

The name and jurisdiction of each subsidiary corporation:

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

## **AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER (this "Merger Agreement"), dated as of February 26, 2001, between Levitz Furniture Realty Corporation, a Florida corporation (the "Subsidiary"), and Levitz Furniture Corporation, a Florida corporation (the "Parent").

WHEREAS, the Parent is the sole stockholder of the Subsidiary;

WHEREAS, the Board of Directors of the Parent has approved this Merger Agreement and the transactions contemplated hereby; and

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and for the purpose of merging the Subsidiary with and into the Parent and setting forth certain terms and conditions of the Merger and the mode of carrying the same into effect, the parties hereto agree as follows:

1. Merger. Subject to the terms and conditions hereof, and in accordance with Section 607.1104 of Title XXXVI, Chapter 607 of the Florida statutes (the "Florida Code"), the Subsidiary shall be merged with and into the Parent (the "Merger"). The Parent shall be, and is herein referred to as, the "Surviving Entity." The Merger shall become effective at the time and on the date of the filing of such documents as may be required under the Florida Code (the "Effective Time").
2. Effect of Merger. At the Effective Time, the separate existence of the Subsidiary shall cease and the Subsidiary shall be merged with and into the Parent. The consummation of the Merger will have the effects provided under the Florida Code with respect to a merger of a subsidiary into its parent.
3. Certificate of Incorporation and By-Laws. The Certificate of Incorporation and the By-Laws of the Parent, each as in effect immediately prior to the Effective Time, shall continue to be the Certificate of Incorporation and the By-Laws of the Surviving Entity.
4. Directors and Officers. The directors and officers of the Parent immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity and will hold office from the Effective Time until their respective

successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and By-Laws of the Surviving Entity, or as otherwise provided by law.

5. Further Assurances. From time to time, as and when required by the Surviving Entity or by its successors and assigns, there shall be executed and delivered on behalf of the Subsidiary such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Entity the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Subsidiary and otherwise to carry out the purposes of this Merger Agreement, and the officers of the Surviving Entity are fully authorized in the name and on behalf of the Subsidiary or otherwise to take any and all such action to execute and deliver any and all such deeds and other instruments.

6. Conversion of Shares. As of the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock of the Subsidiary issued and outstanding immediately prior to the Effective Time shall be cancelled and retired and shall cease to exist, and no consideration shall be issued in exchange therefor.

7. Amendment and Modification. This Merger Agreement may be amended or modified at any time by the parties hereto, but only pursuant to an instrument in writing signed by the parties and only in accordance with applicable provisions of the Florida Code.

8. Entire Agreement; Assignment. This Merger Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all other prior agreements and understandings, both written and oral, between the parties hereto with respect to the subject matter hereof.

9. Validity. The invalidity or unenforceability of any term or provision of this Merger Agreement in any situation or jurisdiction shall not affect the validity or enforceability of the other terms or provisions in any other situation or in any other jurisdiction.

10. Governing Law. This Merger Agreement shall be governed by, enforced under and construed in accordance with the laws of the State of Florida, without giving effect to any choice or conflict of law provision or rule thereof.

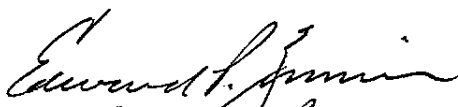
11. Descriptive Headings. The descriptive headings therein are inserted for convenience of reference only and shall in no way be construed to define, limit, describe, explain, modify, amplify or add to the interpretation, construction or meaning of any provision of, or scope or intent of, this Merger Agreement or in any way affect this Merger Agreement.

12. Counterparts. This Merger Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

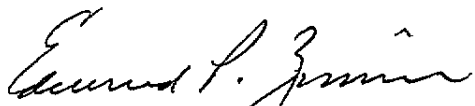
**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, the Subsidiary and the Parent have caused this Merger Agreement to be signed by their respective duly authorized persons as of the date first above written.

**LEVITZ FURNITURE REALTY CORPORATION**

By:   
Name: EDWARD P. ZIMMER  
Title: PRESIDENT

**LEVITZ FURNITURE CORPORATION**

By:   
Name: EDWARD P. ZIMMER  
Title: VICE PRESIDENT