

293707

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## MERGER OR SHARE EXCHANGE

## LEVITZ FURNITURE CORPORATION

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TALLAHASSEE, FLORIDA

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**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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Levitz Furniture Corporation</u>	<u>Florida</u>	<u>293707</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Levitz Furniture Company of Canada Ltd.</u>	<u>Canada</u>	

**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 after merger file date.)

**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 July 11, 2006 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 July 11, 2006

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)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

LEVITZ FURNITURE CORPORATION

By: Robert N. Webber, S.R.V.P.  
Name: Robert N. Webber  
Title: Senior Vice President, General  
Counsel and Secretary

LEVITZ FURNITURE COMPANY OF CANADA LTD.

By: Robert N. Webber, V.P.  
Name: Robert N. Webber  
Title: Vice President and Secretary

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Exhibit A**PLAN OF MERGER**

This PLAN OF MERGER, dated as of July 11, 2006 (this "Plan of Merger"), by and among LEVITZ FURNITURE CORPORATION, a Florida corporation ("Parent"), and LEVITZ FURNITURE COMPANY OF CANADA LTD., a Canadian corporation ("Subsidiary").

**WITNESSETH:**

WHEREAS, Subsidiary desires to merge with and into Parent, with Parent being the surviving corporation (the "Merger"), on the terms, and subject to the conditions, set forth in the Plan of Merger;

WHEREAS, Parent owns 100% of Subsidiary's outstanding Common Stock; and

WHEREAS, the Board of Directors of Parent has determined that it is advisable that Subsidiary be merged into Parent, on the terms and conditions set forth herein, in accordance with § 607.1104 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements hereinafter contained, and intending to be bound hereby, the parties hereby agree as follows:

**ARTICLE I****THE MERGER**

Section 1.1 The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.

Section 1.2 On the Effective Date, Subsidiary shall be merged with and into Parent. The separate existence of Subsidiary shall cease at the Effective Date and the existence of Parent shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of Florida.

Section 1.3 This Plan of Merger has been approved by the Board of Directors of Parent in accordance with § 607.1104 of the Act.

**ARTICLE II****EFFECTS OF THE MERGER**

Section 2.1 At the Effective Date, Parent shall possess all the rights, privileges, immunities and franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in § 607.1106 of the Act.

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### ARTICLE III

#### TERMS OF THE TRANSACTION; CONVERSION AND PAYMENT FOR SHARES

Section 3.1 The manner and basis of converting shares of Subsidiary's Common Stock into shares of Parent Stock shall be as follows:

- (a) Each share of Subsidiary Common Stock held by Parent shall, by virtue of the Merger and without any action on the part of Parent, be canceled simultaneously with the effectiveness of the Merger.

### ARTICLE IV

#### DISSENTERS RIGHTS

Section 4.1 Shareholders of Subsidiary who, except for the applicability of § 607.1104(1)(a) of the Act which provides that a vote of the Parent's or Subsidiary's shareholders is not required to approve the Merger, would be entitled to vote on the Merger and who wish to dissent, are entitled, if the shareholder complies with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of such shareholder's shares.

[Signature page follows]

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IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be duly executed as of the date above first written.

LEVITZ FURNITURE CORPORATION

By:

Robert N. Webber, SVP

Name: Robert N. Webber

Title: Senior Vice President, General  
Counsel and Secretary

LEVITZ FURNITURE COMPANY OF CANADA  
LTD.

By:

Robert N. Webber, V.P.

Name: Robert N. Webber

Title: Vice President and Secretary

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