

320157

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

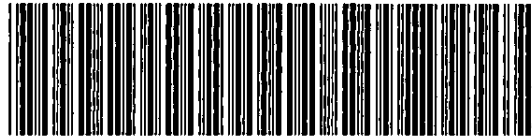
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200102196302

05/14/07--01055--027 **35.00

05/29/07--01004--008 **35.00

FILED
07 MAY 14 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gave OK to
re-title doc.
(sf)

merged
sf

LAW OFFICES
HOWARD & HOWARD
4820 OLD KINGSTON PIKE, SUITE 200
KNOXVILLE, TENNESSEE 37919

LEWIS S. HOWARD
LEWIS S. HOWARD, JR.
DALLIS H. HOWARD
HEATHER G. ANDERSON
JOSHUA B. BISHOP
SHELLEY S. BREEDING

TELEPHONE (865) 588-4091
TELEFAX (865) 588-4206
WWW.HOWARDHOWARDLAW.COM

May 9, 2007

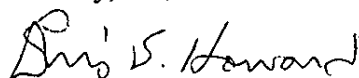
Florida Department of State
Attn: Ms. Susan Payne
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Agreement and Plan of Merger between National Partitions & Interiors, Inc., a
Florida corporation and National Partitions, Inc., a Tennessee corporation**

Dear Susan:

Confirming our earlier telephone conversation enclosed is our check in the sum of \$35.00 payable to Florida Department of State.

Sincerely,


Lewis S. Howard

LSH/tas

Enclosures

cc: Mr. John D. Henry, CFO
National Partitions, Inc.
10300 Goldernfern Lane
Knoxville, Tennessee 37931

RECEIVED
07 MAY 24 AM 8:00
DIVISION OF CORPORATIONS

LAW OFFICES
HOWARD & HOWARD
4820 OLD KINGSTON PIKE, SUITE 200
KNOXVILLE, TENNESSEE 37919

LEWIS S. HOWARD
LEWIS S. HOWARD, JR.
DALLIS H. HOWARD
HEATHER G. ANDERSON
JOSHUA B. BISHOP
SHELLEY S. BREEDING

TELEPHONE (865) 588-4081
TELEFAX (865) 588-4206
WWW.HOWARDHOWARDLAW.COM

May 9, 2007

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Agreement and Plan of Merger between National Partitions & Interiors, Inc., a Florida corporation and National Partitions, Inc., a Tennessee corporation

Gentleman:

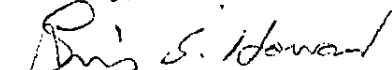
As the result of a recent share exchange, National Partitions & Interiors, Inc., a Florida corporation has been acquired by and merged into National Partitions, Inc., a Tennessee corporation.

In connection with such transaction, we enclose:

1. Agreement and Plan of Merger of April 30, 2007;
2. Resolutions of Called Meeting of the Shareholder and Board of Directors of National Partitions & Interiors, Inc.;
3. Copy of Certified Resolutions of Called Meeting of the Shareholder and Board of Directors of National Partitions & Interiors, Inc.;
4. Resolutions of Called Meeting of the Shareholder and Board of Directors of National Partitions, Inc.;
5. Copy of Certified Resolutions of Called Meeting of the Shareholder and Board of Directors of National Partitions, Inc.; and
6. Check in the sum of \$35.00 payable to Florida Department of State which we understand is the statutory fee assessed in respect of the merger transaction.

Should your office require anything further, we would appreciate being so advised.

Sincerely,



Lewis S. Howard

LSH/tas

Enclosures

cc: Mr. John D. Henry, CFO
National Partitions, Inc.
10300 Goldernfern Lane
Knoxville, Tennessee 37931

ARTICLES OF MERGER
AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") is made as of April 30, 2007 ("Effective Date") between National Partitions & Interiors, Inc., a Florida corporation ("National Partitions Florida"), and National Partitions, Inc. a Tennessee corporation ("National Partitions Tennessee"). National Partitions Florida and National Partitions Tennessee are sometimes referred to as the "Constituent Corporations".

The authorized capital stock of National Partitions Florida consists of 100 shares of common stock without par value and the authorized capital stock of National Partitions Tennessee consists of 1,000 shares of common stock, no par value. The directors of the Constituent Corporations deem it advisable and to the advantage of such corporations that National Partitions Florida merge into National Partitions Tennessee upon the terms and conditions herein provided.

NOW, THEREFORE, the parties do hereby adopt the plan of reorganization encompassed by this Merger Agreement and do hereby agree that National Partitions Florida shall merge into National Partitions Tennessee on the following terms, conditions and other provisions:

I. TERMS AND CONDITIONS

1.1 Merger. National Partitions Florida shall be merged with and into National Partitions Tennessee and National Partitions Tennessee shall be the surviving corporation ("Surviving Corporation") effective upon the filing of this Merger Agreement or a certificate of merger with the Secretary of the State of Tennessee pursuant to TCA § 48-21-107 ("Effective Date").

1.2 Succession. On the Effective Date, National Partitions Tennessee shall succeed to all of the rights, privileges, powers and property, including without limitation all rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description, of National Partitions Florida in the manner of and as more fully set in TCA § 48-21-108 or as otherwise provided in the Tennessee Business Corporation Act, TCA § 48-11-101, et seq.

1.3 Common Stock of National Partitions Florida and National Partitions Tennessee. Upon the Effective Date, by virtue of the merger (i) each share of no par value common stock of National Partitions Florida issued and outstanding immediately prior thereto shall be exchanged for one fully paid and nonassessable share of the no par value common stock of National Partitions Tennessee; and (ii) each share of no par value common stock of National Partitions Tennessee issued and outstanding immediately prior thereto shall be cancelled and returned to the status of authorized but unissued shares.

1.4 Stock Certificates. On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of the common stock of National

FILED
07 MAY 14 PM 1:14
SECRET
APR 30 2007
TENN. STATE
TREASURY
RECORDS
DIVISION

Partitions Florida shall be deemed to be cancelled. New share certificate(s) shall be issued by National Partitions Tennessee to the former shareholder(s) of National Partitions Florida on a share for share basis.

1.5 Directors. The directors of National Partitions Florida immediately preceding the Effective Date shall become the directors of National Partitions Tennessee on and after the Effective Date, to serve until the next annual meeting of the shareholders and until their successors are elected and qualified.

1.6 Officers. The officers of National Partitions Florida immediately preceding the Effective Date shall become the officers of National Partitions Tennessee on and after the Effective Date, to serve at the pleasure of the Board of Directors.

II. CHARTER DOCUMENTS

2.1 Certificate of Incorporation and Bylaws. From and after the Effective Date, the certificate of incorporation of National Partitions Tennessee shall continue to be the certificate of incorporation of National Partitions Tennessee. The bylaws of National Partitions in effect on the Effective Date shall continue to be the bylaws of National Partitions Tennessee without change or amendment until further amended in accordance with the provisions thereof and applicable law.

II. MISCELLANEOUS

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

3.2 Amendment. At any time before or after approval by the shareholder of National Partitions Florida, this Merger Agreement may be amended in any manner (except that any of the principal terms may not be amended without the approval of the shareholders of National Partitions Florida) as may be determined in the judgment of the respective Board of Directors of National Partitions Tennessee and National Partitions Florida to be necessary, desirable or expedient in order to clarify the intentions of the parties hereto or to effect or facilitate the purpose and intent of this Merger Agreement.

3.3 Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the merger may be abandoned by the Board of Directors of either National Partitions Florida or National Partitions Tennessee or both, notwithstanding the approval of this Merger Agreement by the shareholders of National Partitions Florida.

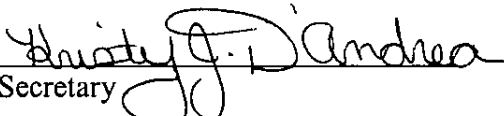
3.4 Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to an original.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the Board of Directors of National Partitions Florida and of National Partitions Tennessee, is hereby executed on behalf of each such corporation and attested by their respective officers thereunto duly authorized.


NATIONAL PARTITIONS & INTERIORS, INC.,
a Florida corporation

By: 
Anthony D'Andrea, Chairman of the Board
and Chief Executive Officer

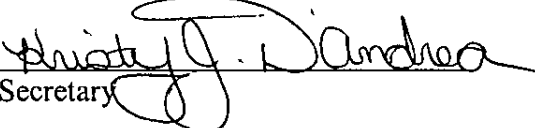
ATTEST:


Secretary

NATIONAL PARTITIONS, INC.,
a Tennessee corporation

By: 
Anthony D'Andrea, Chairman of the Board
and Chief Executive Officer

ATTEST:



Secretary

**CALL AND WAIVER OF NOTICE OF JOINT MEETING OF SHAREHOLDER AND
BOARD OF DIRECTORS OF NATIONAL PARTITIONS & INTERIORS, INC.**

The sole Shareholder and Director of National Partitions & Interiors, Inc. hereby jointly call and waive notice of a special meeting of directors and shareholders of such corporation held April 12, 2007 at 10300 Goldenfern Lane, Knoxville, Tennessee 37931 to considered action proposed by the Board of Directors to merge this corporation with and into its subsidiary, National Partitions, Inc., a Tennessee corporation.

Upon the affirmative recommendation of the Director of this corporation that such action is appropriate and in the best interest of this corporation, the shareholder approves and votes its ninety (90) shares of common stock representing all of the issued and outstanding shares of National Partitions & Interiors, Inc. in favor of such action and the Agreement and Plan of Merger in the form of Exhibit A attached.

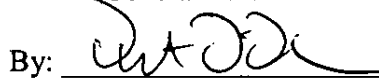
April 12, 2007.



Anthony D'Andrea
Director

D'Andrea Family Limited Partnership,
a Florida limited partnership

By: D'Andrea Holdings, Inc.
General Partner



By: _____
President

**CERTIFIED RESOLUTIONS OF CALLED MEETING OF SHAREHOLDER AND
BOARD OF DIRECTORS OF NATIONAL PARTITIONS & INTERIORS, INC.**

The sole Shareholder and Director of National Partitions & Interiors, Inc. hereby jointly call and waive notice of a special meeting of directors and shareholders of such corporation held April 12, 2007 at 10300 Goldenfern Lane, Knoxville, Tennessee 37931 to consided action proposed by the Board of Directors to merge this corporation with and into its subsidiary, National Partitions, Inc., a Tennessee corporation.

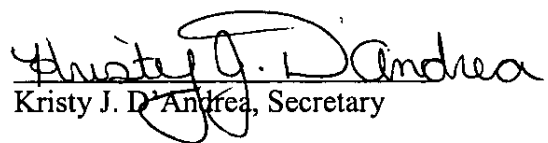
Upon the affirmative recommendation of the Director of this corporation that such action is appropriate and in the best interest of this corporation, the shareholder approves and votes its ninety (90) shares of common stock representing all of the issued and outstanding shares of National Partitions & Interiors, Inc. in favor of such action and the Agreement and Plan of Merger in the form of Exhibit A attached.

April 12, 2007.

* * * * *

I, Kristy J. D'Andrea, do hereby certify that I am the duly elected and acting Secretary of National Partitions & Interiors, Inc. that the foregoing is a full, true and correct copy of the resolutions adopted at a jointly held called meeting of the Board of Directors and Shareholder of such corporation held April 12, 2007, and that the resolutions have not been modified or rescinded and are in full force and effect as of the date of this certificate.

DATED: April 12, 2007


Kristy J. D'Andrea, Secretary

**RESOLUTIONS OF CALLED MEETING OF DIRECTOR AND SHAREHOLDER OF
NATIONAL PARTITIONS, INC.**


A meeting of the Director, and sole shareholder of National Partitions, Inc., a Tennessee corporation, ("Company") was held April 12, 2007 at the offices of the Company.

The following actions were jointly taken:

RESOLVED, that this Company acquire the ninety (90) shares of issued and outstanding no par value common stock of National Partitions & Interiors, Inc., a Florida corporation ("National Partitions Florida"), parent corporation of this Company, from D'Andrea Family Limited Partnership, a Florida limited partnership, sole shareholder of National Partitions Florida in exchange for ninety (90) shares of the no par value common stock of this Company, and;

RESOLVED FURTHER, that upon completion of such share exchange the ten (10) shares of no par value common stock of this Company held by National Partitions Florida be cancelled to revert to the status of authorized unissued capital stock and;

FURTHER RESOLVED, that pursuant to the Agreement and Plan of Merger between this Company and National Partitions Florida, National Partitions Florida be merged into this Company which is empowered to take such action(s) as may be necessary or appropriate to liquidate National Partitions Florida and relinquish its Florida Certificate of Incorporation.



Anthony D'Andrea
Director

NATIONAL PARTITIONS, INC.,

By: 

President

**CERTIFIED RESOLUTIONS OF CALLED MEETING OF THE SHAREHOLDER AND
BOARD OF DIRECTORS OF NATIONAL PARTITIONS, INC.**

RESOLVED, that this Company acquire the ninety (90) shares of issued and outstanding no par value common stock of National Partitions & Interiors, Inc., a Florida corporation ("National Partitions Florida"), parent corporation of this Company, from D'Andrea Family Limited Partnership, a Florida limited partnership, sole shareholder of National Partitions Florida in exchange for ninety (90) shares of the no par value common stock of this Company, and;

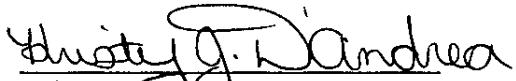
RESOLVED FURTHER, that upon completion of such share exchange the ten (10) shares of no par value common stock of this Company held by National Partitions Florida be cancelled to revert to the status of authorized unissued capital stock and;

FURTHER RESOLVED, that pursuant to the Agreement and Plan of Merger between this Company and National Partitions Florida, National Partitions Florida be merged into this Company which is empowered to take such action(s) as may be necessary or appropriate to liquidate National Partitions Florida and relinquish its Florida Certificate of Incorporation.

* * * * *

I, Kristy J. D'Andrea, do hereby certify that I am the duly elected and acting Secretary of National Partitions, Inc., that the foregoing is a full, true and correct copy of the resolutions adopted at a jointly held called meeting of the Shareholder and Board of Directors of such corporation held April 12, 2007, and that the resolutions have not been modified or rescinded and are in full force and effect as of the date of this certificate.

DATED: April 12, 2007


Kristy J. D'Andrea, Secretary