

Document Number Only

464938

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

International Interiors, Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-8 Filing

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Hope

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for merger

CR2E031 (1-89)

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RECEIVED
98 APR 24 PM 3:18
DIVISION OF CORPORATION
FILED
98 APR 24 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERNATIONAL INTERIORS INCORPORATED, a Florida corporation, 464938

INTO

INTERNATIONAL INTERIORS OF DELAWARE, INC., a Delaware corporation
not qualified in Florida.

File date: April 24, 1998

Corporate Specialist: Joy Moon-French



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: INTERNATIONAL INTERIORS INCORPORATED
Ref. Number: 464938

We have received your document for INTERNATIONAL INTERIORS INCORPORATED and check(s) totaling \$770.00 of which \$70.00 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the above corporation is incorrect in the Articles of Merger, please correct the name throughout the document (the name in the plan is correct).

The document must contain an original signature from an officer of the merging corporation named above --- there is a signature page in the Plan of Merger but the signature is not original. Florida Statute 607.1105(1) requires Articles of Merger to be executed by EACH corporation, but we will accept a signature in the Plan of Merger.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 698A00022815

Joy
Please backdate. Thank You!
#9
Hypse

RECEIVED

98 APR 29 AM 11:19

FLORIDA DEPARTMENT OF STATE

PTC/KAM-1
4-15-98FILED
98 APR 24 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
INTERNATIONAL INTERIORS, INCORPORATED
WITH AND INTO
INTERNATIONAL INTERIORS OF DELAWARE, INC.**

Pursuant to the provisions of Section 607.1107 of the Statutes of Florida, **INTERNATIONAL INTERIORS OF DELAWARE, INC.**, a Delaware corporation, as the Surviving Corporation in a Merger hereby submits the following Articles of Merger:

1. **Parties to the Merger:** The names of the corporations which are parties to the merger (the "**Merger**") contemplated by these Articles of Merger are **INTERNATIONAL INTERIORS, INCORPORATED**, a Florida corporation, and **INTERNATIONAL INTERIORS OF DELAWARE, INC.**, a Delaware corporation. The surviving corporation (the "**Surviving Corporation**") in the Merger is **INTERNATIONAL INTERIORS OF DELAWARE, INC.**, a Delaware corporation.

2. **Plan of Merger:** The Plan of Merger is set forth in that certain Agreement and Plan of Merger dated April 24, 1998 between **INTERNATIONAL INTERIORS, INCORPORATED** and **INTERNATIONAL INTERIORS OF DELAWARE, INC.** (the "**Agreement of Merger**"), a copy of which Agreement of Merger is attached hereto as **Exhibit "A"**.

3. **Shareholder Approval:** The Agreement of Merger was adopted by the directors and shareholders of:

(a) **INTERNATIONAL INTERIORS, INCORPORATED** by Written Action dated April 24, 1998.

(b) **INTERNATIONAL INTERIORS OF DELAWARE, INC.** by Written Action dated April 24, 1998.

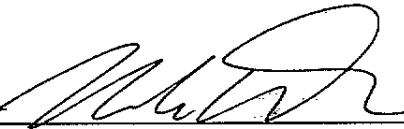
4. **Effective Date:** The Merger shall become effective on April 24, 1998.

Dated the 24th day of April, 1998.

[Signature on Following Page]

"SURVIVING CORPORATION"

INTERNATIONAL INTERIORS
OF DELAWARE, INC.

By: 
Print Name: Mark D. Director
Title: President and Secretary

AGREEMENT AND PLAN OF MERGER

by and between

INTERNATIONAL INTERIORS, INCORPORATED,
a Florida corporation

and

INTERNATIONAL INTERIORS OF DELAWARE, INC.,
a Delaware corporation

with

INTERNATIONAL INTERIORS OF DELAWARE, INC.,
a Delaware corporation,
as the Surviving Entity

April 24, 1998

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This Table of Contents is for convenience and reference only, and does not serve to define or expand the terms and conditions of this Agreement.

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") was made and entered into this 24th day of April, 1998 by and among:

INTERNATIONAL INTERIORS, INCORPORATED, a Florida corporation with its principal office located at 1450 San Marco Boulevard, Jacksonville, Florida 32207 (hereinafter referred to as the "**Merging Corporation**")

and

INTERNATIONAL INTERIORS OF DELAWARE, INC., a Delaware corporation, with its principal office located at 1025 Thomas Jefferson Street, N.W., Suite 600 NW, Washington, D.C. 20007 (hereinafter referred to as the "**Surviving Corporation**").

WITNESSETH:

WHEREAS, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware; and

WHEREAS, pursuant to duly authorized action by their respective Boards of Directors and Stockholders, the Merging Corporation and the Surviving Corporation have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 607.1107, Florida Statutes and Section 252, Delaware Statutes.

WHEREAS, the Certificate of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Corporation hereby agree as follows:

1. **MERGER**. The Merging Corporation and the Surviving Corporation agree that Merging Corporation shall be merged with and into the Surviving Corporation, as a single and Surviving Corporation, upon the terms and conditions set forth in this Agreement and that the Surviving Corporation shall continue under the laws of the State of Delaware as the Surviving Corporation.

2. **SURVIVING CORPORATION**. On and after the effective date (as defined below) of the Merger:

(a) The Surviving Corporation shall be the Surviving Corporation, and shall continue to exist as a corporation under the laws of the State of Delaware, with all of the rights and obligations of such Surviving Corporation as are provided by the Delaware Statutes.

(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Corporation as the Surviving Corporation.

3. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are the following:

(a) **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Corporation shall continue as the Certificate of Incorporation of the Surviving Corporation.

(b) **By-Laws.** The By-Laws of the Surviving Corporation shall continue as the By-Laws of the Surviving Corporation.

(c) **Directors.** The Surviving Corporation shall retain its same Directors who will serve until their successors are duly elected and qualified under the By-Laws of the Surviving Corporation.

4. **MANNER AND BASIS OF CONVERTING SHARES.** The issued and outstanding shares of the Merging Corporation shall be converted into shares of the Surviving Corporation as follows:

(a) **INTERNATIONAL INTERIORS, INCORPORATED**
Each share of common stock at \$1.00 par value in the Merging Corporation shall be converted into one (1) share of common stock at \$0.001 par value of the Surviving Corporation.

(b) **INTERNATIONAL INTERIORS OF DELAWARE, INC.**
Each share of common stock in the Surviving Corporation issued and outstanding prior to the effective time of the Merger shall be canceled.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective Board of Directors and Stockholders of the Merging Corporation and the Surviving Corporation. Subsequent to the execution of this Agreement by the appropriate officers of the Merging Corporation and the Surviving Corporation, the proper officers of the Merging Corporation and the Surviving Corporation shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Agreement.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on April 24, 1998.

7. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Delaware.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the members of the Surviving Corporation, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(d) **Tax Treatment.** Both the Merging Corporation and the Surviving Corporation fully intend that the Merger comply with all requirements necessary to qualify as a reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, **INTERNATIONAL INTERIORS, INCORPORATED**
and **INTERNATIONAL INTERIORS OF DELAWARE, INC.** have caused this Agreement to be executed by their duly authorized officers as of the day and year first above written.

Signatures on Following Page

CONSTITUENT ENTITIES:

ATTEST:

**INTERNATIONAL INTERIORS,
INCORPORATED**, a Florida corporation

Print Name: _____
Title: _____

By: _____
Print Name: Larry C. Doehne
Title: President

ATTEST:

**INTERNATIONAL INTERIORS OF
DELAWARE, INC.**, a Delaware corporation

Colleen D. Johnson
Print Name: Colleen D. Johnson
Title: Assistant Secretary

By: Mark D. Director
Print Name: Mark D. Director
Title: President & Secretary

SURVIVING CORPORATION:

ATTEST:

**INTERNATIONAL INTERIORS OF
DELAWARE, INC.**, a Delaware corporation

Colleen D. Johnson
Print Name: Colleen D. Johnson
Title: Assistant Secretary

By: Mark D. Director
Print Name: Mark D. Director
Title: President & Secretary

ATTEST:

Print Name: _____
 Title: _____

ATTEST:

Print Name: Colleen D. Thomas
 Title: Assistant Secretary

ATTEST:

Print Name: Colleen D. Thomas
 Title: Assistant Secretary

CONSTITUENT ENTITIES:

**INTERNATIONAL INTERIORS,
 INCORPORATED**, a Florida corporation

By: [Signature]
 Print Name: Larry C. Doshne
 Title: President

**INTERNATIONAL INTERIORS OF
 DELAWARE, INC.**, a Delaware corporation

By: [Signature]
 Print Name: Mark D. Director
 Title: President & Secretary

SURVIVING CORPORATION:

**INTERNATIONAL INTERIORS OF
 DELAWARE, INC.**, a Delaware corporation

By: [Signature]
 Print Name: Mark D. Director
 Title: President & Secretary

CONSTITUENT ENTITIES:

INTERNATIONAL INTERIORS,
INCORPORATED, a Florida corporation

ATTEST:

Print Name: Coleen D. Johnson
Title: Assistant Secretary

By: [Signature]
Print Name: Larry C. Doehee
Title: President

INTERNATIONAL INTERIORS OF
DELAWARE, INC., a Delaware corporation

ATTEST:

Print Name: _____
Title: _____

By: _____
Print Name: Mark D. Director
Title: President & Secretary

SURVIVING CORPORATION:

INTERNATIONAL INTERIORS OF
DELAWARE, INC., a Delaware corporation

ATTEST:

Print Name: _____
Title: _____

By: _____
Print Name: Mark D. Director
Title: President & Secretary

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