

537705

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STATE
SECRETARY OF STATE
14 DEC 10 AM 9 34

Marger/CC
10 12/13/14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Carl's Furniture Plaza, Inc
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jeff Baker

Contact Person

Carl's Furniture, Inc.

Firm/Company

PO Box 336

Address

Deerfield Beach, FL 33443

City/State and Zip Code

jqb@att.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeff Baker

Name of Contact Person

At (954)

9491700

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC 10 AM 9:34

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>Carl's Furniture Plaza, Inc</u>	<u>Broward County, FL</u>	<u>537705</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Carl's Furniture of North Dade, Inc</u>	<u>Broward County, FL</u>	<u>P96000093547</u>
<u>Carl's Furniture of Stuart, Inc</u>	<u>Broward County, FL</u>	<u>P97000007069</u>
<u>Carl's Furniture of South Dade, Inc</u>	<u>Broward County, FL</u>	<u>P93000023516</u>
<u>Carl's Furniture of North Palm Beach, Inc</u>	<u>Broward County, FL</u>	<u>M81259</u>
<u>Carl's Mattress, Inc</u>	<u>Broward County, FL</u>	<u>L88299</u>
<u>CARL'S of LAuderhill, Inc</u>	<u>Broward County, FL</u>	<u>J06698</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 12/8/2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 12/8/2014.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

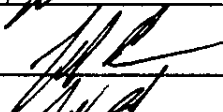
Typed or Printed Name of Individual & Title

Carl's Furniture Plaza, Inc



Jeff Baker, President

Carl's Furniture of North Da



Jeff Baker, President

Carl's Furniture of Stuart, In



Jeff Baker, President

Carl's Furniture of North Pal



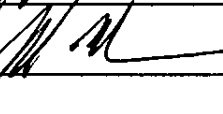
Jeff Baker, President

Carl's Mattress, Inc



Jeff Baker, President

Carl's of Lauderhill, Inc



Jeff Baker, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Carl's Furniture Plaza, Inc</u>	<u>Broward County, FL</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Carl's Furniture of North Dade, Inc</u>	<u>Broward County, FL</u>
<u>Carl's Furniture of Stuart, Inc</u>	<u>Broward County, FL</u>
<u>Carl's Furniture of South Dade, Inc</u>	<u>Broward County, FL</u>
<u>Carl's Furniture of North Palm Beach, Inc</u>	<u>Broward County, FL</u>
<u>Carl's Mattress, Inc</u>	<u>Broward County, FL</u>
<u>CARL'S OF LAUDERHILL, INC</u>	<u>BROWARD COUNTY, FL 13</u>

Third: The terms and conditions of the merger are as follows:

2. Governing Documents. The Certificate of Incorporation of Carl's Furniture, Inc shall be the Certificate of Incorporation of the Surviving Corporation, and upon the consummation of the Merger, and the By-Laws of Carl's Furniture, Inc shall be the By-laws of the Surviving Corporation, and upon the consummation of the Merger.

3. Directors. The persons who are directors of Carl's Furniture, Inc immediately prior to the Effective Time shall, after the Effective Time, be the directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

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

The Shareholder of each of the merged corporations, Carl's Furniture, Inc. will receive 100 shares of Carl's Furniture Plaza, Inc for 100% of their shares in the merging entities.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: