Division of Corporations

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## Florida Department of State

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MERGER OR SHARE EXCHANGE

WINSTON FURNITURE COMPANY OF ALABAMA, INC.

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## ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are subm pursuant to section 607.1105, Florida Stat	uitted in accordance with the utes.	Florida Business Corporation Act,
First: The name and jurisdiction of the su	uviving corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/spplicable)
Winston Furniture Company of Alabama, Inc.	Alabama	N/A
Second: The name and jurisdiction of each	h merging corporation:	
Name	lurisdiction	<u>Document Number</u> (If known/applicable)
Tropic Craft, Inc.	Florida	565109
Pompeii Fumiture Co., Inc.	Florida	208267 5 66
	ic date. NOTE: An offective date after merger file date.)	cannot be prior to the date of filing or more
The Plan of Merger was adopted by the sha The Plan of Merger was adopted by the boa	reholders of the surviving co	orporation on
Sixth: Adoption of Merger by merging co The Plan of Merger was adopted by the sha		
The Plan of Merger was adopted by the boa	rd of directors of the mergin r approval was not required.	g corporation(s) on
(Attaci	h additional sheets if necessa	(עדו

## 面积 00 24 50 88 多

Bermidt, Midi Will Dices.	CONCORCE COM CHARLON	
Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Winston Furniture Company of		
Alabams, Inc.	Send fromby	Gens Moriarty, President
Tropic Craft, Inc.	Spend doct	Gora Moriarty, President
Pempeli Pumiture Co., Inc.	Surffort	Gene Moriarty, President
	× 1/1	

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## PLAN OF MERGER (Merger of subsidiary corporation(s))

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The following plan of merger is submitted in compliance with the laws of any other applicable jurisdiction of incorp		607.1104, Florida Statutes, and in accordance
The name and jurisdiction of the <u>narent</u> corporation owning class of the subsidiary corporation:	ng at least 80	percent of the outstanding shares of each
Name	Iurisdiction	
Winston Furniture Company of Alabama, Inc.	Alabama	
The name and jurisdiction of each subsidiary corporation:		
Name	Jurisdiction	
Tropic Craft, Inc.	Florida	
Pompeii Furniture Co., Inc.	Florida	
The manner and basis of converting the shares of the subside securities of the parent or any other corporation or, in whole manner and basis of converting rights to acquire shares of exobligations, and other securities of the surviving or any other property are as follows:  See attached Agreement and Plan of Merger	or in part, i ach corporat er corporatio	into cash or other property, and the cion into rights to acquire shares, n er, in whole or in part, into cash or
(Attach additional s	sneets if nec	essary)

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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:

Not applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See attached Agreement and Plan of Merger

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