

598553

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MERGER OR SHARE EXCHANGE

PS MANAGEMENT COMPANY

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12/31/01  
Merge  
Spaze

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BEAUTIFUL FLOORS, INC., A NONQUALIFIED TX CORP.

INTO

**PS MANAGEMENT COMPANY**, a Florida entity, 598553

File date: December 28, 2001, effective December 31, 2001

Corporate Specialist: Susan Payne

ARTICLES OF MERGER  
OF  
BEAUTIFUL FLOORS, INC., a Texas corporation  
AND  
PS MANAGEMENT COMPANY, a Florida corporation

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To the Secretary of State  
State of Florida

EFFECTIVE DATE

12/31/01

Pursuant to the provisions of the Florida Business Corporation Act, the parent foreign business corporation and the Florida wholly-owned subsidiary business corporation herein named do hereby submit the following Articles of Merger.

1. Attached hereto and made a part hereof is the Plan of Merger for merging Beautiful Floors, Inc. a Texas corporation, with and into PS Management Company, a Florida corporation.
2. The merger of Beautiful Floors, Inc., a Texas corporation, with and into PS Management Company, a Florida corporation, is permitted by the laws of the State of Texas and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Beautiful Floors, Inc., a Texas corporation, was December 28, 2001.
3. The shareholders of PS Management Company, a Florida corporation, entitled to vote thereon approved and adopted the aforesaid Plan of Merger by a Unanimous Written Consent of the Stockholders and Directors in Lien of a Special Meeting dated December 28, 2001 in accordance with the provisions of the Florida Business Corporation Act.
4. The effective time and date of the merger herein provided for in the State of Florida shall be December 31, 2001.

Executed on December 28, 2001

BEAUTIFUL FLOORS, INC., a Texas corporation

By:   
James W. Traweck, President

PS MANAGEMENT COMPANY, a Florida corporation

By:   
James W. Traweck

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## PLAN OF MERGER

PLAN OF MERGER adopted for Beautiful Floors, Inc., a business corporation organized under the laws of the State of Texas, by resolution of its Board of Directors on December 28, 2001 and adopted for PS Management Company, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 28, 2001. The names of the corporations planning to merge are Beautiful Floors, Inc., a business corporation organized under the laws of the State of Texas, and PS Management Company, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Beautiful Floors, Inc., a Texas corporation, plans to merge is "PS Management Company", a Florida corporation.

1. Beautiful Floors, Inc., a Texas corporation, and PS Management Company, a Florida corporation, shall, pursuant to the provisions of the Texas Business Corporation Act and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, PS Management Company, a Florida corporation, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Beautiful Floors, Inc., a Texas corporation, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization. The surviving corporation shall thereafter be responsible for the payment of any and all fees and franchise taxes of the non-surviving corporation required by the laws of the State of Texas, and the surviving corporation will be obligated to pay such fees and franchise taxes if the same are not timely paid.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present Bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into 0.1 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective

time and date of the merger shall be returned and cancelled by the surviving corporation and shall be of no value. After the effective time and date of merger, each holder of a certificate or certificates theretofore evidencing outstanding shares of the non-surviving corporation, upon surrender of the same, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of full shares of the surviving corporation for which the shares of non-surviving corporation theretofore represented by the certificate or certificates so surrendered shall have been converted as provided in this Paragraph 5.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Texas Business Corporation Act, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of Texas, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the State of Texas and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.