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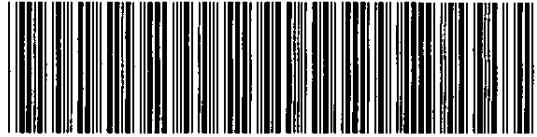
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12/19/08--01006--026 \*\*78.75

Effective Date  
12/31/08

FILED  
08 DEC 19 2 12 47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Merger  
12/23/08  
TS

**WALTER M. TOVKACH**

**ATTORNEY AT LAW**

2631 NORTHWEST 41<sup>ST</sup> STREET, SUITE A-2

GAINESVILLE, FLORIDA 32606

CERTIFIED TAX ATTORNEY  
FLORIDA BAR BOARD OF  
CERTIFICATION

ALSO ADMITTED IN  
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December 8, 2008

Secretary of State  
Corporate Division - Merger  
State Capitol Building  
Tallahassee, FL 32301

**RE: Articles of Merger**

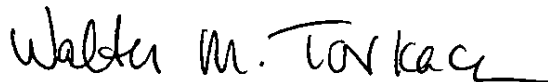
Dear Sir or Madam:

Enclosed is our firm check in the amount of \$78.75 which represents the filing fees of \$35.00 for each of the two (2) Constituent Corporations totaling \$70.00 and \$8.75 for a certified copy of the Articles of Merger.

FCC-LANE, INC., a Florida corporation and FURNITURE COUNTRY CORP, a Florida Corporation, have adopted these Articles of Merger, wherein FCC-LANE, INC. will be merged into FURNITURE COUNTRY CORP. FCC-LANE, INC. will terminate its existence as a Florida Corporation. Therefore, the surviving Corporation will be FURNITURE COUNTRY CORP.

If you have any questions, need additional information or if there is a problem with any of the enclosed, please call me immediately so that it can be taken care of, rather than sending it all back to me.

Sincerely,

  
Walter M. Tovkach

(KAT)

WMT:kat

Enclosures

## ARTICLES OF MERGER

This Agreement is made this 15<sup>th</sup> day of December, 2008, by and between FCC-LANE, INC., a Florida corporation, and FURNITURE COUNTRY CORP., a Florida corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that FCC-LANE, INC., a Florida corporation, ("the disappearing corporation") be merged into FURNITURE COUNTRY CORP, a Florida corporation, ("the surviving corporation") under the laws of the State of Florida in the manner provided therefore pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act.

NOW THEREFORE, in consideration of the premises and of the mutual agreement herein contained the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

### AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

### NAME OF THE SURVIVING CORPORATION

2. The name of the surviving corporation shall be FURNITURE COUNTRY CORP.

### PLACE OF OFFICE OF SURVIVING CORPORATION

3. The place in Florida where the principal office of the surviving corporation is to be located is 2330 N.W. 13<sup>th</sup> Street, Gainesville, Florida, 32609.

### PURPOSE OF SURVIVING CORPORATION

4. The purposes of the surviving corporation is to engage in any lawful act or activity for which a corporation may be formed under the provisions of Section 607.1101 of the Florida General Corporation Act.

### AUTHORIZED SHARES OF SURVIVING CORPORATION

5. The present number of shares of FCC-LANE, INC., a Florida corporation, the disappearing corporation, is authorized to issue is Five Hundred (500) shares of one (\$1.00) dollar par common stock of which One Hundred (100) shares are now issued and outstanding. The present number of shares which FURNITURE COUNTRY CORP, a Florida corporation, the surviving corporation, is authorized to issue is Seven Thousand Five Hundred (7,500) shares of one (\$1.00) dollar par common stock of which Three Hundred Thirty-three and 332/1000 (333.332) shares are now issued and outstanding.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### FIRST OFFICERS AND DIRECTORS

6. The first directors of the surviving corporation shall be GERALD J. BOSWELL and RANDY L. SHINDLE, and they shall serve until the next annual election of directors unless removed sooner at a duly called meeting of shareholders. The first officers of the surviving corporation shall be GERALD J. BOSWELL, as President, and as Secretary/Treasurer, and RANDY L. SHINDLE, as Vice President.

### NAME AND RESIDENT AGENT OF CORPORATION

7. GERALD J. BOSWELL, 3712 NW 56<sup>th</sup> Lane, Gainesville, Florida, 32656, Alachua County, in which the principal office of the surviving corporation is located, shall be, and hereby is appointed as the person on whom process, tax notices and demands against FURNITURE COUNTRY CORP, or any of said Constituent Corporations, may be served.

### MODE OF EFFECTING MERGE

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporations into shares of the surviving corporation, shall be as follows:

The shareholders of the disappearing corporations shall surrender their certificate or certificates to the surviving corporation on December 31, 2008, (being the effective date of this Agreement). Upon surrender to the surviving corporation of the respective certificates for the outstanding shares of the disappearing corporation, there shall not be issued to the respective holder hereof, any shares of the surviving corporation in substitution.

### REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATION; POOLING OF INTEREST

9. The assets of the disappearing corporations shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

### ARTICLES OF INCORPORATION

10. The Articles of Incorporation of FURNITURE COUNTRY CORP, shall continue to be the Articles of the surviving corporation, until, amended as provided by law.

### BY-LAWS

11. The By-Laws of FURNITURE COUNTRY CORP, shall be the By-Laws of the surviving corporation.

RIGHT OF CORPORATION TO REPURCHASE ITS SHARES

12. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholders and the shareholders desiring to sell such shares to the corporation.

EFFECTIVE DATE OF MERGER

13. This merger shall become effective as of December 31, 2008. The term "effective date," wherever used in this Plan of Merger, shall mean the effective date herein described.

DIRECTORS' RIGHT TO ABANDON MERGER

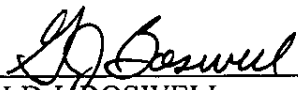
14. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of these Articles of Merger.

EXECUTION

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

ATTESTED:


FCC-LANE, INC.


By:   
GERALD J. BOSWELL  
Secretary-Treasurer

By:   
GERALD J. BOSWELL  
President

ATTESTED:

FURNITURE COUNTRY CORP

By:   
GERALD J. BOSWELL  
Secretary-Treasurer

By:   
GERALD J. BOSWELL  
President

CERTIFICATE


I, GERALD J. BOSWELL, as President and as Secretary/Treasurer of FURNITURE COUNTRY CORP, do hereby certify:

1. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the Directors of FURNITURE COUNTRY CORP, consented in writing on Dec. 15, 2008, to the adoption of the foregoing Articles of Merger.


2. That pursuant to the provisions of Chapter 607.1101 the Florida General Corporation Act, all of the stockholders of FURNITURE COUNTRY CORP, consented in writing on Dec. 15, 2008, to the adoption of the foregoing Articles of Merger and authorized the President and Secretary of FURNITURE COUNTRY CORP to execute said Articles on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 15<sup>th</sup> day of December, 2008.

FURNITURE COUNTRY CORP

By:   
GERALD J. BOSWELL,  
President

ATTEST:

By:   
GERALD J. BOSWELL,  
Secretary-Treasurer

(SEAL)

CERTIFICATE

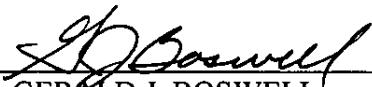
I, GERALD J. BOSWELL, as President and as Secretary/Treasurer of FCC-LANE, INC. do hereby certify:

1. That pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, all of the Directors of FCC-LANE, INC. consented in writing on Dec. 15, 2008, to the adoption of the foregoing Articles of Merger.


2. That pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, all of the stockholders of FCC-LANE, INC. consented in writing on Dec. 15, 2008, to the adoption of the foregoing Articles of Merger and authorized the President and Secretary of FCC-LANE, INC. to execute said Articles on its behalf.

IN WITNESS WHEREOF, I have hereunto set my hand this 15<sup>th</sup> day of December, 2008.

FCC-LANE, INC.

By:   
GERALD J. BOSWELL,  
President

ATTESTED:

By:   
GERALD J. BOSWELL  
Secretary-Treasurer

(SEAL)

APPROVAL BY DIRECTORS

This agreement of merger of the undersigned corporations was adopted pursuant to Section 607.1101 of the Florida General Corporation Act.

EFFECTIVE DATE

The merger of the undersigned corporations will become effective December 31, 2008.



ADOPTION OF PLAN OF MERGER


The shareholders of FURNITURE COUNTRY CORP, adopted the plan of merger on Dec. 15, 2008. The shareholders of FCC-LANE, INC., adopted the plan of merger on Dec. 15, 2008.

Dated: Dec. 15, 2008.

ATTESTED:


FURNITURE COUNTRY CORP


By:   
GERALD J. BOSWELL,  
Secretary-Treasurer

By:   
GERALD J. BOSWELL,  
President

ATTESTED:

FCC-LANE, INC.

By:   
GERALD J. BOSWELL,  
Secretary-Treasurer

By:   
GERALD J. BOSWELL,  
President

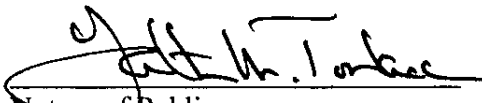
ACKNOWLEDGMENTS

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on Dec. 15, 2008, before me an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared GERALD J. BOSWELL, as President and as Secretary/Treasurer of FURNITURE COUNTRY CORP, a Florida corporation, and acknowledged before me that he executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of December, 2008.

(SEAL)

  
Notary of Public

Print Name: Walter M. Tovkach

My Commission Expires:

My Commission Number:



**Walter M. Tovkach**  
Commission # DD577588  
Expires August 11, 2010  
Bonded Troy Fair - Insurance, Inc. 800-385-7019

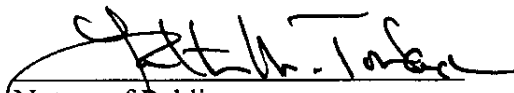
Personally Known ☒ Produced Identification \_\_\_\_\_  
Type of Identification \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on Dec. 15, 2008, before me an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared GERALD J. BOSWELL, as President and as Secretary/Treasurer of FCC-LANE, INC., a Florida corporation, and acknowledged before me that he executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of December, 2008.

(SEAL)

  
Notary of Public

Print Name: Walter M. Tovkach

My Commission Expires:

My Commission Number:



**Walter M. Tovkach**  
Commission # DD577588  
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