

640131



ACCOUNT NO. : 072100000032

REFERENCE : 873451 121767A

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : 105.00

ORDER DATE : June 29, 1998

ORDER TIME : 11:01 AM

ORDER NO. : 873451-010

CUSTOMER NO: 121767A

CUSTOMER: Ms. Lucy J. Minehan  
Karp & Genauer, P.a.  
Suite 1202  
2 Alhambra Plaza  
Coral Gables, FL 33134

400002574764--9

*merger*

ARTICLES OF MERGER

KERAMARK INC.  
ARCHITECHTURAL SURFACES, INC.

INTO

IBERIA TILES CORPORATION

FILED  
98 JUN 29 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

*00*  
*7/1/98*

RECEIVED  
98 JUN 29 PM 12:11  
DIVISION OF CORPORATION

\* 02250, 02277, 00524, 00672

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

KERAMARK, INC., a Florida corporation P93000064078

INTO

**IBERIA TILES CORPORATION**, a Florida corporation, 640131.

File date: June 29, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 105.00



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 29, 1998

CSC  
1201 Hays Street  
Tallahassee, FL 32301

SUBJECT: IBERIA TILES CORPORATION  
Ref. Number: 640131

**RESUBMIT**  
Please give original  
submission date as file date

We have received your document for IBERIA TILES CORPORATION and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

In the third paragraph it states that Exhibit A is attached but it isn't.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 098A00035391

RECEIVED  
98 JUN 30 PM 4:13  
DIVISION OF CORPORATION

FILED  
98 JUN 29 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

KERAMARK, INC, a Florida corporation

and

ARCHITECTURAL SURFACES, INC., a Georgia corporation

into

IBERIA TILES CORPORATION, a Florida corporation

Pursuant to the provisions of Section 607.1105, Florida Statutes (1997), the undersigned corporations certify as follows:

**FIRST**, the names of the corporations that are parties to the merger are **Keramark, Inc.**, a Florida corporation ("Keramark"), **Architectural Surfaces, Inc.**, a Georgia corporation ("ASI") and **Iberia Tiles Corporation**, a Florida corporation ("Iberia").

**SECOND**, Iberia Tiles Corporation shall be the surviving corporation.

**THIRD**, the Plan of Merger was approved by the boards of directors of Keramark, ASI and Iberia by Written Consents dated June 26, 1998. A copy of the Plan of Merger is attached hereto as Exhibit A.

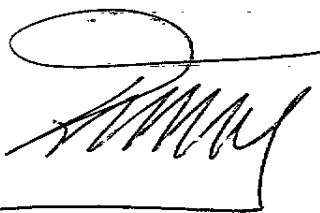
**FOURTH**, the Plan of Merger was approved by the shareholders of Keramark, ASI and Iberia by Written Consents dated June 26, 1998.

**FIFTH**, the merger of ASI with and into Iberia is permitted under the laws of the State of Georgia, and has been authorized in compliance with said laws.

**SIXTH**, the merger shall become effective at 11:59 p.m. on June 30, 1998.

DATED: JUNE 30, 1998.

Keramark, Inc.



By Fernando Rodriguez-Vila

Its: Vice President

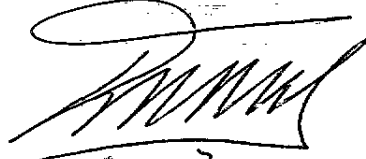
Architectural Surfaces, Inc.



By Fernando Rodriguez-Vila

Its: Vice President

Iberia Tiles Corporation



By Fernando Rodriguez-Vila

Its: Vice President

**Exhibit "A"****AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is made as of this 26<sup>th</sup> day of June, 1998, by and among **KERAMARK, INC.**, a Florida corporation ("Keramark"), **ARCHITECTURAL SURFACES, INC.**, a Georgia corporation d/b/a ATLANTA TILE & STONE ("Atlanta Tile"), and **IBERIA TILES CORPORATION**, a Florida corporation ("ITC").

1. Subject to adoption of this Agreement and Plan of Merger (the "Plan of Merger") by (i) the Shareholders and the Board of Directors of Keramark pursuant to the provisions of the Florida Business Corporation Act, (ii) the Shareholders and the Board of Directors of Atlanta Tile pursuant to the provisions of the Georgia Business Corporation Code, and (iii) the Shareholders and the Board of Directors of ITC pursuant to the provisions of the Florida Business Corporation Act, and effective as of the Effective Date (as hereinafter defined), Keramark and Atlanta Tile shall be merged with and into ITC, which shall be the surviving corporation (and is sometimes referred to herein as the "surviving corporation") and which shall continue to exist as the surviving corporation under the name Iberia Tiles Corporation, pursuant to the provisions of the laws of the State of Florida. The separate existence of Keramark and Atlanta Tile shall cease as of the Effective Date in accordance with the provisions of the Florida Business Corporation Act and the Georgia Business Corporation Act.

2. On and after the Effective Date, the articles of incorporation of ITC, as amended from time to time and as in effect on the Effective Date, shall be the articles of incorporation of the surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed as therein provided and in the manner prescribed by the laws of the State of Florida.

3. On and after the Effective Date, the bylaws of ITC, as amended from time to time and as in effect on the Effective Date, shall be the bylaws of the surviving corporation and said bylaws shall continue in full force and effect until altered, amended, or repealed, or until new bylaws shall be adopted, in accordance with the laws of the State of Florida and the articles of incorporation and bylaws of the surviving corporation.

4. On and after the Effective Date, the directors and officers of ITC in office immediately prior to the Effective Date shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their positions as directors and officers until the election and qualification of their respective successors or as otherwise provided in the articles of incorporation and bylaws of the surviving corporation.

5. In connection with the merger of Atlanta Tile with and into ITC, the surviving corporation shall not issue any of its shares in exchange for the issued shares of Atlanta Tile. The

shares of Atlanta Tile shall not be converted or substituted for shares in ITC and all of the issued shares of Atlanta Tile shall, on the Effective Date, be surrendered, canceled and extinguished. On the Effective Date, in connection with the merger of Keramark into ITC, and without any action on the part of any holder of any security of Keramark or ITC, the aggregate issued and outstanding shares of Keramark common stock (other than the shares owned by ITC) (collectively, the "Investor Shares") shall be canceled and converted into the right to receive 997 shares of common stock of ITC having a par value of \$1.00 per share (the "Stock Consideration"). On the Effective Date, ITC shall deliver the Stock Consideration to the record owner of the Investor Shares. On the Effective Date, the issued and outstanding shares of ITC shall not be converted or exchanged in any manner, but each one share which is issued and outstanding as of the Effective Date shall represent one share of the surviving corporation from and after the Effective Date.

6. The location of the principal office of the surviving corporation shall be 2975 NW 77<sup>th</sup> Avenue, Miami, Florida 33122.

7. This Plan of Merger shall be submitted for adoption by the Board of Directors of Keramark, Atlanta Tile and ITC, and if adopted by the Board of Directors of Keramark, Atlanta Tile and ITC, submitted for approval by the respective shareholders of the corporations, in the manner prescribed by the laws of the States of Georgia and Florida. If this Plan of Merger is adopted by the respective Board of Directors of Keramark, Atlanta Tile and ITC, and approved by the respective shareholders of each of the corporations, each of Keramark, Atlanta Tile and ITC shall cause to be executed and filed a certificate and/or articles of merger and such other documents, if any, prescribed by the laws of the States of Georgia and Florida, and will cause to be performed all necessary acts to effectuate the merger contemplated herein.

8. From and after the Effective Date, the officers and directors of the surviving corporation, in the name of Keramark, Atlanta Tile and/or ITC, which were the constituent corporations, shall, from time to time as and when requested by the surviving corporation, execute, acknowledge, and deliver or cause to be executed, acknowledged and delivered, all such deeds and documents, and shall take or cause to be taken all such further acts or other action, as the surviving corporation may deem necessary or desirable to vest in the surviving corporation any property or right of any of the constituent corporations or to otherwise carry out the intent and purposes of this Plan of Merger.

9. Subject to adoption of this Plan of Merger by the Board of Directors of Keramark, Atlanta Tile and ITC, and approval of the Plan of Merger by the respective shareholders of the corporations, the date and time on which the merger contemplated herein shall become effective in the States of Georgia and Florida (the "Effective Date") shall be June 30, 1998 at 11:59 p.m.

10. The transactions contemplated by this Plan of Merger are intended to qualify as a reorganization as defined in Section 368(a)(1) of the Internal Revenue Code of 1986. Accordingly, on and after the Effective Date, the books and records of the surviving corporation shall

be maintained in such a manner as to appropriately reflect the consummation of the aforescribed reorganization and all reports required to be filed with the Internal Revenue Service on and after the Effective Date shall appropriately reflect the reorganization.

11. This Plan of Merger shall be binding on and inure to the benefit of the respective parties hereto and their successors and assigns. This Plan of Merger represents the entire understanding of the parties regarding the subject matter hereof, and supersedes any and all other inconsistent or conflicting prior agreements between the parties. Subject to the provisions of law to the contrary, the terms and provisions of this Plan of Merger may be amended by the Board of Directors of Keramark, Atlanta Tile, ITC and ITC at any time prior to the filing of articles of merger with respect hereto, provided that any amendment shall be in a writing that is signed by the parties hereto. The Board of Directors of Keramark, Atlanta Tile, ITC and ITC may abandon the merger contemplated herein by a writing to that effect at any time prior to filing a certificate and articles of merger with respect hereto. The provisions of this agreement are severable, and any invalidity, unenforceability or illegality in any provision or provisions hereof shall not affect the remaining provisions of this agreement. All references to gender or number in this agreement shall be deemed interchangeably to have a masculine, feminine, neuter, singular or plural meaning, as the sense of the context requires.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed and delivered in the manner prescribed by law on the date first written above.

**KERAMARK, INC.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**ARCHITECTURAL SURFACES, INC., d/a/a  
ATLANTA TILE & STONE, INC.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**IBERIA TILES CORPORATION**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_