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October 1, 1998

**Via Federal Express**

Florida Department of State

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399

FILED  
98 OCT -5 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Carpet Source, Inc. & Tanya & Company, Inc. Merger and Fictitious Name  
Registration

Our File No.: 1042-1

100002655781--8  
-10/05/98--01104--008  
\*\*\*\*130.00 \*\*\*\*\*70.00

Dear Sir or Madam:

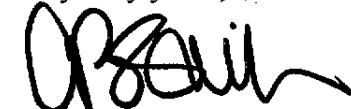
With regard to the above-referenced corporation, enclosed please find the original and a copy of the following items along with our Firm's check in the amount of \$130.00 representing the required filing fees (\$70.00 for merger documents; \$50.00 for fictitious name registration; and \$10.00 for a certificate of status):

1. Articles of Merger and attached Agreement of Merger and Plan of Reorganization for Carpet Source, Inc. & Tanya & Company, Inc.; and
2. Application for Registration of Fictitious Name (with copy of proof of publication).

Please return a copy of the filed documents along with a certificate of status for the fictitious name registration in the self addressed stamped envelope.

Thank you for your prompt attention to this matter. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



ALAN B. SCHNEIDER  
For the Firm

ABS/ggg  
Enclosures

NS

*Merger*  
Alan Schneider gave authorization  
to correct 2<sup>nd</sup> paragraph. 10/14  
*AS*

*B 10/13*

ARTICLES OF MERGER  
Merger Sheet

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

TANYA & COMPANY, INC., a Florida corporation, L77974

INTO

**CARPET SOURCE, INC.**, a Florida corporation, 683107.

File date: October 5, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER  
OF  
TANYA & COMPANY, INC.  
INTO  
CARPET SOURCE, INC.**

FILED  
98 OCT -5 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 et.seq. of the Florida Statutes, the undersigned corporations, **CARPET SOURCE, INC.**, a Florida corporation and **TANYA & COMPANY, INC.**, a Florida corporation, adopt the following Articles of Merger for the purpose of merging **TANYA & COMPANY, INC.** into **CARPET SOURCE, INC.**:

**PLAN OF MERGER**

1. The Plan of Merger setting forth the terms and conditions of the merger of **CARPET SOURCE, INC.** ~~into~~ <sup>AND</sup> **TANYA & COMPANY, INC.** is attached to these Articles as an exhibit. ~~§~~

**ADOPTION OF PLAN**

2. The Plan of Merger was approved by the shareholders of **TANYA & COMPANY, INC.** and **CARPET SOURCE, INC.**, at special meetings of the shareholders held on August 31, 1998. The corporations do not have any directors.

3. There are 50 shares of common stock of **TANYA & COMPANY, INC.** currently issued and outstanding, of which all of the issued and outstanding shares are owned by **CARPET SOURCE, INC.**

**EFFECTIVE DATE**

4. The Plan of Merger shall be effective as of August 31, 1998.

**PURPOSE OF MERGER**

5. It is advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation for the purpose of simplifying and otherwise reducing or eliminating financial books, business records, Federal and State Corporate Income and Excise Tax Returns, banking facilities, office and related business facilities, clerical and support staff and administration related thereto.

**BINDING EFFECT**

6. This Agreement shall be binding upon the shareholder of both corporations, and the Boards of Directors and Officers of each corporation

**GOVERNING LAW**

7. This Agreement shall be governed by the laws of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of August 31, 1998, effective as of August 31, 1998 and executed on Sept 16, 1998.

**TANYA & COMPANY, INC.**

By:   
Juan C. Jorge, President

**CARPET SOURCE, INC.**

By:   
Juan C. Jorge, President

**AGREEMENT OF MERGER AND  
PLAN OF REORGANIZATION  
MERGING  
TANYA & COMPANY, INC.  
INTO  
CARPET SOURCE, INC.**

This Agreement of Merger and Plan of Reorganization is made as of August 31, 1998, by and between **TANYA & COMPANY, INC.**, a Florida corporation (the "Merging Corporation"), and **CARPET SOURCE, INC.**, a Florida corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal office of the Surviving Corporation is in the State of Florida located at 1855 Griffin Road, Suite B404, Dania, Broward County, Florida 33004, and its Registered Agent is Alan B. Schneider located at 3230 Stirling Road, Suite 1A, Hollywood, Florida 33021;

WHEREAS, the principal office of the Merging Corporation is in the State of Florida located at 1855 Griffin Road, Suite B404, Dania, Broward County, Florida 33004, and its Registered Agent is Alan B. Schneider located at 3230 Stirling Road, Suite 1A, Hollywood, Florida 33021;

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 750 shares of common stock at \$10.00 per value);

WHEREAS, the Merging Corporation is currently a wholly owned subsidiary of the Surviving Corporation; and

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of simplifying and otherwise reducing or eliminating financial books, business records, Federal and State Corporate Income and Excise Tax Returns, banking facilities, office and related business facilities, clerical and support staff and administration related thereto.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below.

#### ARTICLE 1.

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the Effective Date of this Agreement.

#### ARTICLE 2.

The mode of carrying the merger into effect shall be as follows: Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the stockholders after the Effective Date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the Effective Date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

#### ARTICLE 3.

This merger has been approved by the shareholders of the Surviving Corporation and the Merging Corporation. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

(a) All of the outstanding shares of capital stock of the Merging Corporation are currently owned, and on the Effective Date of this merger will be owned, by the Surviving Corporation;

(b) This Agreement does not conflict with or make any changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation;

(c) Since all shares of the Merging Corporation are owned by the Surviving Corporation, notice of the merger need not be given to shareholders of the Merging Corporation.

ARTICLE 4.

This Agreement of Merger and Plan of Reorganization shall become effective on August 31, 1998 (the "Effective Date").

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Presidents who are duly authorized by the respective Stockholders of each of the Constituent Corporations.

TANYA & COMPANY, INC.

By: 

Juan C. Jorge, President

CARPET SOURCE, INC.

By: 

Juan C. Jorge, President

THIS INSTRUMENT PREPARED BY:  
ALAN B. SCHNEIDER, ESQUIRE  
ALAN B. SCHNEIDER, P.A.  
3230 Stirling Road, Suite 1A  
Hollywood, Florida 33021