

To: Annette
Subject:

From: Cindy Hicks

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Florida Department of State
Division of Corporations
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Division of Corporations
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Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

06 JUN 30 PM 2:56
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

IBC GROUP, INC.

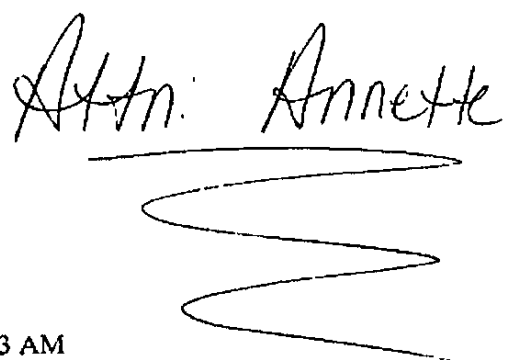
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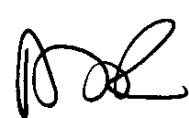
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Attn: Annette



6/30/06

To: Annette
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H06000170654
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06 JUN 30 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

IBC OF INDIANA, INC.,
IBC OF ARIZONA, INC.,
INTERNATIONAL BEDDING CORPORATION, and
INTERNATIONAL BEDDING CORPORATION OF ORLANDO

WITH AND INTO

IBC GROUP, INC.

Pursuant to the provisions of the Florida Business Corporation Act, the following Articles of Merger have been duly adopted and are submitted in accordance with the Florida Business Corporation Act:

FIRST: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Surviving Corporation") are as follows:

Name and Street Address

Jurisdiction

IBC Group, Inc.
730 West McNab Road
Ft. Lauderdale, FL 33309

Delaware

Delaware Document/Registration Number:
2019233
FEI Number: 59-2324762

SECOND: THE MERGING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party (the "Merging Corporations") are as follows:

Name and Street Address

Jurisdiction

IBC of Indiana, Inc.
730 West McNab Road
Ft. Lauderdale, FL 33309

Florida

Florida Document/Registration Number: V10747
FEI Number: 65-0314557

IBC of Arizona, Inc.
730 W. McNab Road
Ft. Lauderdale, FL 33309

Florida

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International Bedding Corporation
Florida Document / Registration Number: V45153
FEI Number: 65-0346658

Florida

Florida Document/Registration Number: V28049
FEI Number: 65-0327026

International Bedding Corporation of Orlando
730 W. McNab Road
Ft. Lauderdale, FL 33309

Florida

Florida Document/Registration Number: G67039
FEI Number: 65-0229979

THIRD: The Merging Corporations are hereby merged with and into the Surviving Corporation and the separate existence of the Merging Corporations shall cease. The Surviving Corporation is the surviving entity in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: In accordance with applicable Florida law, the Plan of Merger was approved by the sole Shareholder and Board of Directors of the Surviving Corporation on June 30, 2006.

SIXTH: In accordance with applicable Florida law, the Plan of Merger was approved by the sole Shareholder and Board of Directors of the Merging Corporations on June 30, 2006.

[Signatures on the next page]

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IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of June 30, 2006.

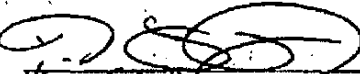
SURVIVING CORPORATION:

IBC GROUP, INC., a Delaware corporation

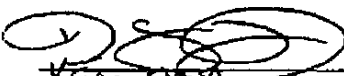
By: 
Name: KEVIN SLOOP
Title: VICE PRESIDENT

MERGING CORPORATIONS:

IBC OF INDIANA, INC., a Florida corporation

By: 
Name: KEVIN SLOOP
Title: VICE PRESIDENT

IBC OF ARIZONA, INC., a Florida corporation

By: 
Name: KEVIN SLOOP
Title: VICE PRESIDENT

INTERNATIONAL BEDDING CORPORATION

By: 
Name: KEVIN SLOOP
Title: VICE PRESIDENT

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INTERNATIONAL BEDDING CORPORATION
OF ORLANDO, a Florida corporation

By:

Name:

Title:


KEVIN SIRUP
VICE PRESIDENT

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger, which was adopted and approved by the parties hereto, and is submitted in compliance with the provisions of Section 607 of the Florida Business Corporation Act.

FIRST: IBC Group, Inc. is a Delaware corporation (the "Surviving Corporation") which owns all of the outstanding shares of capital stock in the following entities (the "Merging Corporations"):

<u>Name</u>	<u>Jurisdiction</u>
IBC of Indiana, Inc.	Florida
IBC of Arizona, Inc.	Florida
International Bedding Corporation	Florida
International Bedding Corporation of Orlando	Florida

THIRD: THE MERGER

1. The Merging Corporations, being wholly-owned subsidiaries of the Surviving Corporation, shall be merged with and into the Surviving Corporation (the "Merger"). The Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Corporations. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Corporations shall vest in the Surviving Corporation. All and every other property and interest of the Merging Corporations shall be the property and interest of the Surviving Corporation to the same extent of the Merging Corporations. The title to any real property, whether obtained by deed or otherwise, that is vested in the Merging Corporations shall not revert or in any way be impaired by reason of this merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of the Merging Corporations shall be the debts, liabilities, duties and obligations of the Surviving Corporation. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2. The Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date (defined below), shall continue to be the Certificate of Incorporation of the Surviving Corporation.

3. The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Bylaws of the Surviving Corporation.

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4. All shares of capital stock of the Merging Corporations which are outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

5. The shareholders of the Surviving Corporation shall continue to be the shareholders of the Surviving Corporation.

6. If at any time the Surviving Corporation deems it advisable that any further assignments or assurances in law or any other actions are necessary or desirable to vest in the Surviving Corporation, according to the terms of this Plan of Merger, the title to any property, interest or rights of the Merging Corporations the appropriate officers and directors of the Merging Corporations shall execute and make all such assignments and assurances to vest title in such property, interests, or rights in the Surviving Corporation.

FOURTH: EFFECTIVE DATE

The term "Effective Date" shall mean the date upon which Articles of Merger are filed with the Florida Department of State.

FIFTH: APPROVAL

The Merger has previously been submitted to and approved by the respective Boards of Directors and shareholders of the Merging Corporations and the Surviving Corporation. The proper officers of the parties shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Plan of Merger.

[Signatures on the next page]

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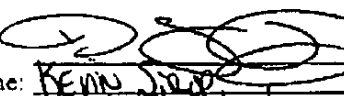
H06000170654 3

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger
as of June 30, 2006.

IBC GROUP, INC., a Delaware corporation

By: 
Name: KEVIN S. SILEO
Title: VICE PRESIDENT

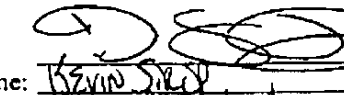
IBC OF INDIANA, INC., a Florida corporation

By: 
Name: KEVIN S. SILEO
Title: VICE PRESIDENT

IBC OF ARIZONA, INC., a Florida corporation

By: 
Name: KEVIN S. SILEO
Title: VICE PRESIDENT

INTERNATIONAL BEDDING CORPORATION

By: 
Name: KEVIN S. SILEO
Title: VICE PRESIDENT

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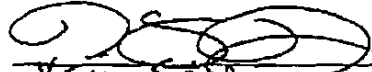
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INTERNATIONAL BEDDING CORPORATION
OF ORLANDO, a Florida corporation

By:

Name:

Title:


KEVIN S. [unclear]
VICE PRESIDENT