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(Requestor's Name)

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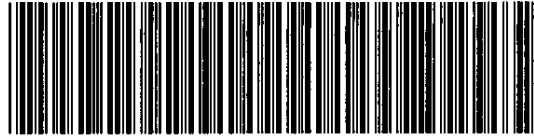
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/26/07--01004--015 **253.75

FILED

07 OCT 25 AM 10:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FF 245
CERT 8.75

merger

Sf



• Florida • Georgia • Alabama • Mississippi • North Carolina •



In Style. In Reach.

Florida Department of State
Division of Corporations
Clifton Bldg
2661 Executive Center Circle
Attn: Susan Payne
Tallahassee, FL 32301

Dear Ms. Payne:

Thank you for your help on this matter last week. Attached are the Articles of Merger with original signatures per your request. I went on-line Friday per your directions and cleared up the registrations for the three companies we discussed.

Check no. 19041 for \$253.75 is enclosed for the fees and the return to me of a certified copy.

Call me with any questions. My direct number is 229-584-1960. For your records, my e-mail is bmewborne@turnersfinefurniture.com.

Sincerely,

W. Burke Mewborne
Chief Financial Officer

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 24, 2007

Turner Furniture Holding Corp.
Attn: Burke Mewborne
P.O. Box 1427
Thomasville, GA 31779-1427

SUBJECT: TURNER FURNITURE CO. doing business in Florida as ASHLEY
FURNITURE HOMESTORE OF PENSACOLA, CO
Ref. Number: F04000006171

We have received your document for TURNER FURNITURE CO. doing business in Florida as ASHLEY FURNITURE HOMESTORE OF PENSACOLA, CO and check(s) totaling \$245.00. However, your check(s) and document are being returned for the following:

Per our phone conversation, the Articles of Merger need original signatures. Also the names of the corporations should be consistent in the Articles and Plan of Merger. This also includes punctuation

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 607A00036161

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

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07 OCT 25 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Turner Furniture Co.	Georgia	F04000006171

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Turner Furniture of Tallahassee, ^{WBM} Fla.	Florida	S74626
Turner Furniture of Thomasville, Inc.	Georgia	N/A
Turner Realty Co. ^{WBM}	Georgia	N/A
Turner's Budget Furniture, Inc. ^{WBM}	Georgia	N/A
Turner's Furniture Distribution, Inc. ^{WBM}	Georgia	N/A
Turner Rentals, Inc. ^{WBM}	Georgia	P12881

Third: The Plan of Merger is attached.

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

OR 4 / 30 / 07 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/28/05.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/28/05.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

SEE ATTACHED PLAN AND AGREEMENT OF MERGER

**PLAN AND AGREEMENT OF MERGER
BY AND BETWEEN
TURNER FURNITURE OF TALLAHASSEE, INC.,
TURNER FURNITURE OF THOMASVILLE, INC.,
TURNER REALTY CO.,
TURNER'S BUDGET FURNITURE, INC.,
TURNER'S FURNITURE DISTRIBUTION, INC.,
TURNER RENTALS, INC.,
AND TURNER FURNITURE CO.**

THIS PLAN AND AGREEMENT OF MERGER (hereinafter referred to as the "Agreement"), dated as of this 28th day of December, 2005, is entered into by and between TURNER FURNITURE OF TALLAHASSEE, INC., a Florida corporation ("TFT"), TURNER FURNITURE OF THOMASVILLE, INC., a Georgia corporation ("TFTH"), TURNER REALTY CO. ("TRC"), a Georgia corporation, TURNER'S BUDGET FURNITURE, INC., a Georgia corporation ("TBF"), TURNER'S FURNITURE DISTRIBUTION, INC., a Georgia corporation ("TFD"), TURNER RENTALS, INC., a Georgia corporation ("TR"), and TURNER FURNITURE CO., a Georgia corporation ("TFC").

WITNESSETH:

WHEREAS, the shareholders of TFT are Scott R. Turner and S. Russell Turner, Jr., and the sole shareholder of TFTH is S. Russell Turner, Jr., and the sole shareholder of TRC are Scott R. Turner, S. Russell Turner, Jr., Steven W. Turner, and Ashley T. Leverett, and the sole shareholders of TBF are Scott R. Turner, S. Russell Turner, Jr., Steven W. Turner, Peggy S. Turner, and Ashley T. Leverett, and the sole shareholders of TFD are Scott R. Turner, S. Russell Turner, Jr., Steven W. Turner, Peggy S. Turner and Ashley T. Leverett, and the sole shareholder of TR are Scott R. Turner and S. Russell Turner, Jr., and the sole shareholder of TFC is S. Russell Turner, Jr.

WHEREAS, the board of directors of TFT has determined that it is advisable and generally to the advantage and welfare of TFT and its shareholders, and the board of directors of TFTH has determined that it is advisable and generally to the advantage and welfare of TFTH and its shareholders, the board of directors of TRC has determined that it is advisable and generally to the advantage and welfare of TRC and its shareholders, and the board of directors of TR has determined that it is advisable and generally to the advantage and welfare of TR and its shareholders, and the board of directors of TBF has determined that it is advisable and generally to the advantage and welfare of TBF and its shareholders, and the board of directors of TFD has determined that it is advisable and generally to the advantage and welfare of TFD and its shareholders, and the board of directors of TFC has determined that it is advisable and generally to the advantage and welfare of TFC and its shareholders, that TFT, TFTH, TRC, TR, TBF, and TFD be merged with and into TFC on the terms herein set forth;

WHEREAS, the respective boards of directors of TFT, TFTH, TRC, TR, TBF, TFD, and TFC, by resolutions duly adopted, have approved and adopted this Agreement and directed that it be submitted to the shareholders of TFT, TFTH, TRC, TR, TBF, TFD, and TFC for approval; and

WHEREAS, all the shareholders of TFT, TFTH, TRC, TR, TBF, TFD, and TFC have approved this Agreement.

NOW, THEREFORE, TFT, TFTH, TRC, TR, TBF, TFD, and TFC, in consideration of the premises and of the mutual provisions, agreements and covenants contained herein and in accordance with the applicable statutes of the State of Georgia, hereby agree as follows:

1. Corporate Existence of Surviving Corporation. At the effective time of the merger, TFT, TFTH, TRC, TR, TBF, and TFD shall be merged with and into TFC which shall be the surviving corporation (such merger being hereinafter sometimes referred to as the "Merger"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of TFC (hereinafter sometimes referred to as the "Surviving Corporation") shall continue unaffected and unimpaired by the Merger; the corporate identity, existence, purposes, powers, franchises, rights and immunities of TFT, TFTH, TRC, TR, TBF, and TFD shall be merged into the Surviving Corporation; and the Surviving Corporation shall be fully vested therewith. The separate existences of TFT, TFTH, TRC, TR, TBF, and TFD, except insofar as otherwise specifically provided by law, shall cease at the effective time of the Merger whereupon TFT, TFTH, TRC, TR, TBF, TFD and the Surviving Corporation shall be and become one single corporation.

2. Articles of Incorporation of Surviving Corporation. The articles of incorporation of TFC, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the articles of incorporation of the Surviving Corporation.

3. Bylaws of Surviving Corporation. The bylaws of TFC as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the bylaws of the Surviving Corporation.

4. Directors and Officers of Surviving Corporation. The directors and officers of TFC immediately prior to the effective time of the Merger shall be the directors and officers of the Surviving Corporation, each such director or officer to hold office until the term for which he or she has previously been elected shall expire and until his or her successor has been elected and qualified.

5. Conversion of Shares. At the effective time of the Merger, by virtue of the Merger and without any action on the part of TFC, TFT, TFTH, TRC, TR, TBF, and TFD or the holders of any shares of capital stock of TFT, TFTH, TRC, TR, TBF, and TFD:

(a) Scott R. Turner's shares of common stock in TFT, TRC, TR, TBF, and TFD shall be converted into ____ fully paid and nonassessable shares of common stock of the Surviving Corporation.

(b) S. Russell Turner's shares of common stock in TFT, TFTH, TRC, TR, TBF, TFD, and TFC shall be converted into ____ fully paid and nonassessable shares of common stock of the Surviving Corporation.

(c) Steven W. Turner's shares of common stock in TRC, TBF, and TFD shall be converted into ____ fully paid and nonassessable shares of common stock of the Surviving Corporation.

(d) M. Ashley Turner's shares of common stock in TRC, TBF, and TFD shall be converted into ____ fully paid and nonassessable shares of common stock of the Surviving Corporation.

(e) Peggy S. Turner's shares of common stock in TBF and TFD shall be converted into ____ fully paid and nonassessable shares of common stock of the Surviving Corporation.

(f) All shares of any class of capital stock of TFT, TFTH, TRC, TR, TBF, and TFD held in the treasury of such companies immediately prior to the effective time of the Merger, if any, shall be cancelled and extinguished as of the effective time of the Merger, without any conversion thereof and no amount or other consideration shall be delivered or deliverable in exchange therefor.

(g) Any debt or other securities convertible into or exercisable for the purchase of capital stock of TFT, TFTH, TRC, TR, TBF, or TFD, issued and outstanding immediately prior to the effective time of the Merger shall be canceled without payment of any consideration therefore and without any conversion thereof.

6. Effective Time of Merger. The "effective time" of the Merger shall be at 11:59 p.m. on the date that the Articles of Merger adopted in connection herewith by TFT, TFTH, TRC, TR, TBF, TFD, and TFC are filed with the Secretary of State of Georgia.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be signed by their respective officers thereunto duly authorized in accordance with the requirements of Section 14-2-1103, of the Georgia Business Corporation Act, all as of the day and year first above written.

TURNER FURNITURE OF TALLAHASSEE, INC., a
Florida corporation

By: 

S. Russell Turner, Jr., President

TURNER FURNITURE OF THOMASVILLE, a
Georgia corporation

By: 



S. Russell Turner, Jr., President

TURNER RENTALS, INC., a Georgia corporation

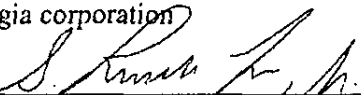

By: 

S. Russell Turner, Jr., President


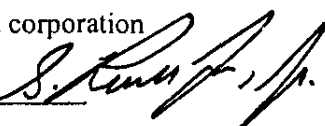
TURNER'S BUDGET FURNITURE, INC., a Georgia corporation

By:  
S. Russell Turner, Jr., President

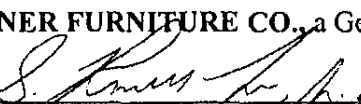
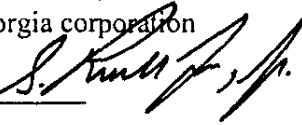
TURNER'S FURNITURE DISTRIBUTION, INC., a Georgia corporation

By:  
S. Russell Turner, Jr., President

TURNER REALTY CO., a Georgia corporation

By:  
S. Russell Turner, Jr., President

TURNER FURNITURE CO., a Georgia corporation

By:  
S. Russell Turner, Jr., President

**WRITTEN ACTION OF
THE SHAREHOLDERS
OF
TURNER FURNITURE CO.
IN LIEU OF A MEETING**

December 28, 2005

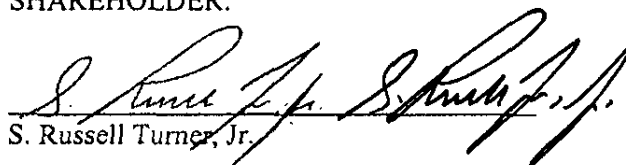
The undersigned, being the sole Shareholder of **TURNER FURNITURE CO.**, a corporation organized and existing under the laws of the State of Georgia (the "Corporation"), does hereby consent to the following actions to be taken without a meeting of the Shareholders of this Corporation:

1. That the proposed Certificate of Merger of **TURNER FURNITURE OF TALLAHASSEE, INC.**, **TURNER FURNITURE OF THOMASVILLE, INC.**, **TURNER REALTY CO.**, **TURNER'S BUDGET FURNITURE, INC.**, **TURNER'S FURNITURE DISTRIBUTION, INC.**, and **TURNER RENTALS, INC.** with and into **TURNER FURNITURE CO.** (the "Certificate of Merger") and the proposed Plan and Agreement of Merger by and between **TURNER FURNITURE OF TALLAHASSEE, INC.**, **TURNER FURNITURE OF THOMASVILLE, INC.**, **TURNER REALTY CO.**, **TURNER'S BUDGET FURNITURE, INC.**, **TURNER'S FURNITURE DISTRIBUTION, INC.**, **TURNER RENTALS, INC.**, AND **TURNER FURNITURE CO.** (the "Plan of Merger") have been reviewed and the form, terms and provisions of the Certificate of Merger and the Plan of Merger be, and the same hereby are, in all respects approved.
2. That the President and other proper officers of the Corporation are each hereby authorized and directed, to consummate the transactions contemplated by the Certificate of Merger and the Plan of Merger, including but not limited to filing the Certificate of Merger and the Plan of Merger with the Secretary of the State of Georgia and to execute and deliver, or authorize other proper officers of the Corporation to execute and deliver, all certificates, instruments, documents and agreements as he may deem necessary or appropriate in order to fully effectuate the purposes of this resolution and the transactions contemplated by the Certificate of Merger and the Plan of Merger.
3. That the officers of this Corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.
4. That any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this Corporation.
5. That each and every resolution which is advisable or required to be adopted to carry out the purpose and intent of the foregoing resolutions shall be deemed to be, and that the same hereby is, adopted and approved as if fully written herein, provided that a copy of such resolution is attached hereto.

6. Execution of this Written Consent by the undersigned, being the sole Shareholder of the Corporation, waives any requirement of a formal meeting to conduct the business referred to herein.

December 28, 2005

SHAREHOLDER:


S. Russell Turner, Jr.

**WRITTEN ACTION OF
THE BOARD OF DIRECTORS
OF TURNER FURNITURE CO.
IN LIEU OF A MEETING**

December 28, 2005

The undersigned, being the members of the board of directors of **TURNER FURNITURE CO.**, a corporation organized and existing under the laws of the State of Georgia (the "Corporation"), do hereby consent to the following actions to be taken without a meeting of the directors of this Corporation:

1. That the proposed Certificate of Merger of **TURNER FURNITURE OF TALLAHASSEE, INC.**, **TURNER FURNITURE OF THOMASVILLE, INC.**, **TURNER REALTY CO.**, **TURNER'S BUDGET FURNITURE, INC.**, **TURNER'S FURNITURE DISTRIBUTION, INC.**, and **TURNER RENTALS, INC.** with and into **TURNER FURNITURE CO.** (the "Certificate of Merger") and the proposed Plan and Agreement of Merger by and between **TURNER FURNITURE OF TALLAHASSEE, INC.**, **TURNER FURNITURE OF THOMASVILLE, INC.**, **TURNER REALTY CO.**, **TURNER'S BUDGET FURNITURE, INC.**, **TURNER'S FURNITURE DISTRIBUTION, INC.**, **TURNER RENTALS, INC.**, AND **TURNER FURNITURE CO.** (the "Plan of Merger") have been reviewed and said Certificate of Merger and said Plan of Merger have been determined to be in the best interests of the Corporation.

2. The form, terms and provisions of the Certificate of Merger and Plan of Merger be, and the same hereby are, in all respects approved.

3. That the President and other proper officers of the Corporation are each hereby authorized and directed, in the name and on behalf of the Corporation, to consummate the transactions contemplated by the Certificate of Merger and the Plan of Merger (with such changes, alterations and amendments as he may deem appropriate in the circumstances, without the necessity, unless he deems prudent, of obtaining additional or further approval of the board of directors), and to execute and deliver, or authorize other proper officers of the Corporation to execute (the execution thereof by any such officer of the Corporation to be conclusive evidence of his approval of any such changes, alterations or amendments) and deliver, all certificates, instruments, documents and agreements as he may deem necessary or appropriate in order to fully effectuate the purposes of this resolution and the transactions contemplated by the Plan of Merger.

4. That upon proper shareholder approval, the officers of the Corporation are hereby authorized and directed to file the Certificate of Merger with the Secretary of the State of Georgia and to do all other actions necessary or desirable in connection with such Certificate of Merger and such Plan of Merger.

5. That the officers of this Corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

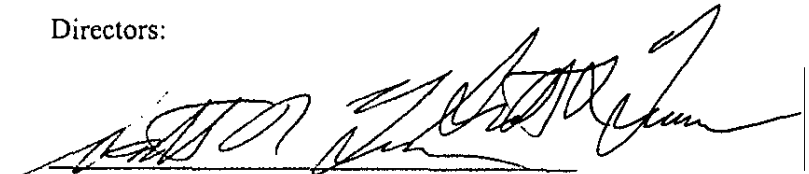
6. That any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this Corporation.

7. That each and every resolution which is advisable or required to be adopted to carry out the purpose and intent of the foregoing resolutions shall be deemed to be, and that the same hereby is, adopted and approved as if fully written herein, provided that a copy of such resolution is attached hereto.

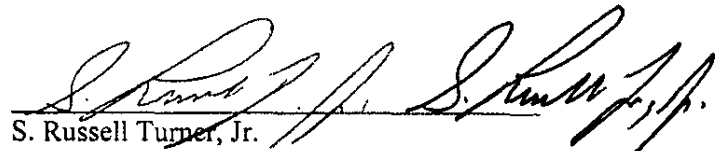
8. Execution of this Written Consent by the undersigned, being the members of the board of directors of the Corporation, waives any requirement of a formal meeting to conduct the business referred to herein.

Effective as of December 28, 2005.

Directors:



Scott R. Turner



S. Russell Turner, Jr.