

F85269

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335

Phone : (305) 599-0839

Fax Number : (305) 716-0346

99 FEB -5 AM 8:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS

merger
2-5-99

ARTICLES OF MERGER
Merger Sheet

MERGING:

DESIGNS IN MICA AND WOOD OF NAPLES, INC., a Florida corporation,
P96000054076

INTO

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC., a Florida
corporation, F85269

File date: February 5, 1999

Corporate Specialist: Darlene Connell

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Florida Department of State
Division of Corporations
Public Access System
Katharine Harris, Secretary of State

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Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

MERGER OR SHARE EXCHANGE

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS

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Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

MERGER OR SHARE EXCHANGE

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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DIVISION OF CORPORATIONS

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335

Phone : (305) 599-0839

Fax Number : (305) 716-0346

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93 JAN 22 PM 3:36

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 4, 1999

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.
C/O NICK PURIFICATO
101 GLADES RD.
BOCA RATON, FL 33432

SUBJECT: DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.
REF: F85269

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please add EXHIBIT 2 to the Articles of Merger and EXHIBIT 1 to the Agreement and Plan of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000001834
Letter Number: 899A00005089



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 25, 1999

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.
C/O NICK PURIFICATO
101 GLADES RD.
BOCA RATON, FL 33432

SUBJECT: DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.
and DESIGNS IN MICA AND WOOD OF NAPLES, INC.
REF: F85269

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The SECOND SECTION of the Articles of Merger should contain the merging corporation(s) only. The name of the surviving corporation should only appear in the FIRST SECTION of the Articles of Merger. Please correct your document accordingly.

The Plan of Merger was not received as mentioned within your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000001834
Letter Number: 599A00003120

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, F.S.

EXHIBIT 2

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.

Florida

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

DESIGNS IN MICA AND WOOD OF NAPLES, INC.

Florida

FILED
 99 FEB -5 AM 8:42
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 06/30/98

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 06/30/98

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)

Prepared By: Othel Turner & Company, Accountants
 5787 W. Sunrise Blvd. Plantation, FL 33313
 Tel: (954) 583-2205

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, P.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC. Florida

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

DESIGNS IN MICA AND WOOD OF NAPLES, INC. Florida

Third: The terms and conditions of the merger are as follows:

See Attached Plan of Merger

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Attached

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

**AGREEMENT AND PLAN OF MERGER OF
DESIGNS IN MICA AND WOOD OF NAPLES, INC.
WITH AND INTO DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.**

EXHIBIT 1

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of June 30, 1998, by and between DESIGNS IN MICA AND WOOD OF NAPLES, INC. ("NAPLES"), a corporation organized and existing under the laws of the State of Florida (NAPLES being hereinafter sometimes referred to as the "Merging Corporation") and DESIGNS IN MICA AND WOOD OF BOCA RATON, INC. ("BOCA"), a corporation organized and existing under the laws of the State of Florida (BOCA being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations";

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that NAPLES be merged with and into BOCA, with BOCA being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 NAPLES shall be merged with and into BOCA in accordance with the laws of the State of Florida. The separate corporate existence of NAPLES shall thereby cease, and BOCA shall be the Surviving Corporation.

1.2 The name which the Surviving Corporation is to have after the merger shall be "DESIGNS IN MICA AND WOOD OF BOCA RATON, INC."

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgement as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective at 11:30 p.m., on June 30, 1998, pursuant to Florida Statute of Florida Business Corporation Act. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time."

2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III

CHARTER AND BYLAWS: DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of BOCA, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of BOCA, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the Directors and officers of BOCA immediately prior to the Effective Time shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

CONVERSION OF SHARES

4.1 The Surviving Corporation presently has issued an outstanding one hundred (100) shares of \$1 par value common stock (BOCA Common Stock). BOCA Common Stock is the only outstanding shares of the Surviving Corporation.

4.2 The Merging Corporation presently has issued an outstanding one hundred (100) shares of \$1 par value common stock (NAPLES Common Stock).

4.3 At the Effective Time, each issued and outstanding share of NAPLES Common Stock shall be converted into one (1) share of BOCA Common Stock. After the Effective Time, each holder of an outstanding certificate or certificates theretofore presenting shares of NAPLES Common Stock shall be required to, surrender the same to the Surviving Corporation for cancellation or transfer, and each such holder or transferee will be entitled to receive certificates representing, one (1) share of BOCA Common Stock. Until so surrendered or presented for transfer, each outstanding certificate which prior to the Effective Time represented NAPLES Common Stock, shall be deemed and treated for all corporate purposes to represent the ownership of one (1) share of BOCA Common Stock. No other cash, shares securities or obligations will be distributed or issued upon conversion of NAPLES Commons Stock.

ARTICLE V

MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the Board of Directors of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this

Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its Directors, officers or shareholders in respect of this Agreement and Plan.

5.2 The Shareholders of NAPLES and BOCA dissenting to the Agreement and Plan shall be entitled, pursuant to Florida Statute of Florida Business Act, to be paid the fair value of their shares upon compliance with such statutory sections.

5.3 This Agreement and Plan embodies the entire agreement between the parties thereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

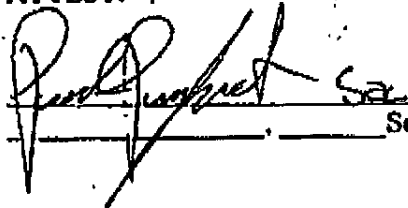
IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

DESIGNS IN MICRON WOOD OF BOCA RATON, INC.

By: 

[CORPORATE SEAL]

ATTEST:

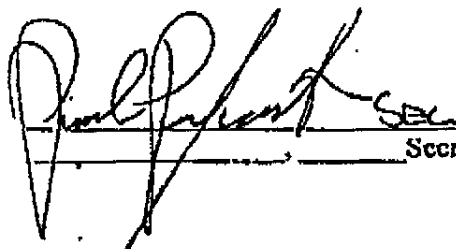
 Secretary

DESIGNS IN MICRON WOOD OF NAPLES, INC.

By:  V.P.

[CORPORATE SEAL]

ATTEST:

 Secretary

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.

UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE SHAREHOLDERS

The undersigned, being all of the shareholders DESIGNS IN MICA AND WOOD OF BOCA RATON, INC. a Florida corporation (the "Corporation"), do hereby waive any and all requirements for the holding of meeting of the shareholders, do hereby waive any and all requirements for notice that dissenting shareholders are entitled to be paid the fair value for shares of the Corporation's stock pursuant to Florida Statute of Florida Business Corporation Act and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Designs in Mica and Wood of Naples, Inc.

WHEREAS, in the opinion of this Board of Directors of the Corporation, it is advisable and in the best interests of the Corporation that the Corporation be merged with and into Designs in Mica and Wood of Naples, Inc. pursuant to the provisions of the Florida Business Corporation Act; and

WHEREAS, the merger would be carried out in accordance with terms and provisions of the AGREEMENT AND PLAN OF MERGER OF DESIGNS IN MICA AND WOOD OF NAPLES, INC. WITH AND INTO DESIGNS IN MICA AND WOOD OF BOCA RATON, INC. (The AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

WHEREAS, the Board of Directors of the Corporation has approved and adopted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER OF DESIGNS IN MICA AND WOOD OF NAPLES, INC. WITH AND INTO DESIGNS IN MICA AND WOOD OF BOCA RATON, INC. (the "ARTICLES OF MERGER"), a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, and have submitted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER to the shareholders to be approved and adopted; and

WHEREAS, in the opinion of the shareholders of the Corporation, it is advisable and in the best interest of the shareholders and the Corporation that the Corporation be merged with and into the Design in Mica and Wood of Boca Raton, Inc.

NOW THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER, as approved and adopted by the Board of directors of the Corporation, be, and the same hereby are, approved and adopted; and

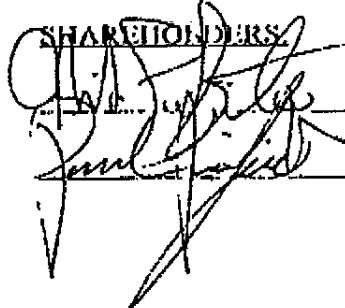
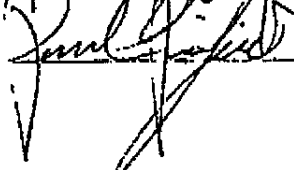
FURTHER RESOLVED, that the undersigned shareholders do hereby waive and relinquish any and all rights of dissenting shareholders provided by the Florida Business Corporate Act; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to execute and file the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER in accordance with the Florida Business Corporation Act; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements, and certificates when executed, and to take all such other action, with any such person as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the shareholders of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said sections and resolutions shall have the same force and effects as if taken at a duly constituted meeting of the shareholders of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholders have hereunto set their hands and seals on this 30 day of June, 1988.

SHAREHOLDERS
 (SEAL)
 (SEAL)

DESIGNS IN MICA AND WOOD OF NAPLES, INC.

UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE SHAREHOLDERS

The undersigned, being all of the shareholders of DESIGNS OF MICA AND WOOD OF NAPLES, INC., a Florida corporation (the "Corporation"), do hereby waive any and all requirements for the holding of a meeting of the shareholders, do hereby waive any and all requirements for notice that dissenting shareholders are entitled to be paid the fair value for shares of the Corporation's stock pursuant to Florida Statute of Florida Business Corporation Act and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Designs in Mica and Wood of Boca Raton, Inc.

WHEREAS, in the opinion of the Board of Directors of the Corporation, it is advisable and in the best interest of the Corporation that the Corporation be merged with and into Designs in Mica and Wood of Boca Raton, Inc. pursuant to the provisions of the Florida Corporation Act; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF DESIGNS IN MICA AND WOOD OF NAPLES, INC. WITH AND INTO DESIGN IN MICA AND WOOD OF BOCA RATON, INC. (the "AGREEMENT AND PLAN OF MERGER") a copy of which is attached thereto as Exhibit 1 and hereby made a part hereof; and

WHEREAS, the Board of Directors of the Corporation has approved and adopted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER OF DESIGNS IN MICA AND WOOD OF NAPLES, INC. WITH AND INTO DESIGNS IN MICA AND WOOD OF BOCA RATON, INC. (the "ARTICLES OF MERGER") a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, and have submitted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER to the shareholders to be approved and adopted; and

WHEREAS, in the opinion of the shareholders of the Corporation, it is advisable and in the best interest of the shareholders and the Corporation that the Corporation be merged with and into the Designs in Mica and Wood of Boca Raton, Inc.

NOW THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER, as approved and adopted by the Board of Directors of the Corporation, be, and the same hereby are, approved and adopted; and

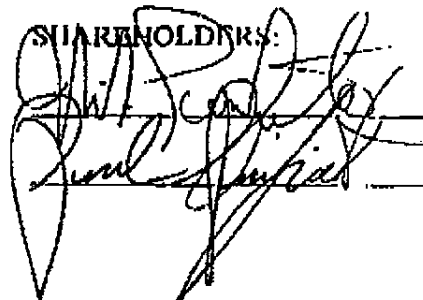
FURTHER RESOLVED, that the undersigned shareholders do hereby waive and relinquish any and all rights of dissenting shareholders provided by Florida Statue of the Florida Business Corporation Act; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to execute and file the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER in accordance with Florida Statue of the Florida Business Corporation Act; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the shareholders of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolution shall have the same force and effect as if taken at a duly constituted meeting of the shareholders of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholders have hereunto set their hands and seals on this 20th day of June, 1998.

SHAREHOLDERS:


DESIGNS IN MICA AND WOOD OF NAPLES, INC.

UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE BOARD OF DIRECTORS

The undersigned, being all of the members of the Board of Directors of DESIGNS IN MICA AND WOOD OF NAPLES, INC., a Florida corporation (the "Corporation"), pursuant to the provisions of Florida Business Corporation Act, do hereby waive any and all requirements for the holding of a meeting of the Board of Directors of the Corporation and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Designs in Mica and Wood of Boca Raton, Inc.

WHEREAS, in the opinion of this Board of Directors, it is advisable and in the best interest of the Corporation and its shareholders that the Corporation be merged with and into Designs in Mica and Wood of Boca Raton, Inc. pursuant to the provisions of the Florida Business Corporation Act; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF DESIGNS IN MICA AND WOOD OF NAPLES, INC. WITH AND INTO DESIGNS IN MICA AND WOOD OF BOCA RATON, INC. (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER be, and the same hereby is approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER OF DESIGNS IN MICA AND WOOD OF NAPLES, INC. WITH AND INTO DESIGN IN MICA AND WOOD OF BOCA RATON, INC. (The "ARTICLES OF MERGER") a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER be submitted to the shareholders of the Corporation to be approved and adopted; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholder, the proper officers of the Corporation be, and they hereby are authorized and directed to do all such acts and things and to execute such documents, agreements and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements, and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the Directors of the Corporation, do hereby consent to all the actions described in the foregoing preambles and solutions, and said actions and resolutions shall have same force and effect as if taken at a duly constituted meeting of the Board of Directors of the Corporation. This document shall be filed with the Secretary of the Corporation shall be made a part of the minutes of the Corporation. This document may be signed in counterparts.

IN WITNESS WHEREOF, the undersigned Directors have hereunto set hands and seals on this 30th day of June, 1990.

DIRECTORS:

(SEAL)

(SEAL)

DESIGNS IN MICA AND WOOD OF BOCA RATON, INC.

UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE BOARD OF DIRECTORS

The undersigned, being all of the members of the Board of Directors of DESIGNS IN MICA AND WOOD OF BOCA RATON, INC., a Florida corporation (the "Corporation") pursuant to the provision of the Florida Business Corporation Act, do hereby waive any and all requirements for the holding of a meeting of the Board of Directors of the Corporation and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Designs in Mica and Wood of Naples, Inc.

WHEREAS, in the opinion of this Board of Directors, it is advisable and in the best interests of the Corporation and its shareholders that the Corporation be merged with and into Designs in Mica and Wood of Boca Raton, Inc. pursuant to the provisions of the Florida Business Corporation Act; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF DESIGN IN MICA AND WOOD OF NAPLES, INC. WITH AND INTO DESIGNS IN MICA AND WOOD OF BOCA RATON, INC. (the "AGREEMENT AND PLAN OF MERGER") a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER OF DESIGNS IN MICA OF NAPLES, INC., WITH AND INTO DESIGNS IN MICA AND WOOD OF BOCA RATON, INC., (the "ARTICLES OF MERGER"), copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER be submitted to the shareholders of the Corporation to be approved and adopted; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to do all such acts and things and to execute such documents, agreements, certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary or appropriate to effectuate the **AGREEMENT AND PLAN OF MERGER** and the full intent and purpose thereof.

The undersigned, being all of the Directors of the Corporation, do hereby consent to all actions described in the foregoing preambles and resolutions, and said sections and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Board of Directors of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation. This document may be signed in counterparts.

IN WITNESS WHEREOF, the undersigned Directors have hereunto set their hands and seals on this 20 day of June, 1988

DIRECTORS:
