

F98000000642

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FILED  
04 MAR 12 PM 8 02  
SECRETARY OF STATE  
TALLAHASSEE, FL 323

NC  
T. Lewis 3/17/04

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March 11, 2004

FEDERAL EXPRESS

Florida Department of State  
Registration Section, Corporations Division  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Application by Foreign Profit Corporation to File Amendment to Application for  
Authorization to Transact Business in Florida: **Sofa Connection, Inc.**

Dear Sir or Madam:

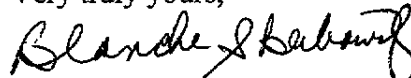
Enclosed please find an original and one copy of the the above-noted Application. On February 20, 2004, Sofa Connection, Inc., a Tennessee corporation merged with Sofa Express, Inc., an Ohio corporation with Sofa Connection, Inc. surviving in Tennessee and changing its name to Sofa Express, Inc.

Attached to the Application is a duly authenticated certificate from the Tennessee Secretary of State attesting to the merger and name change, including a certificate of existence.

Please file, and return the certified copy to me. I have enclosed a check in the amount of \$43.75 in payment of the filing and certified copy fee.

Please call me if you have any questions concerning this matter. Thank you for your assistance.

Very truly yours,



Blanche S. Berkowitz  
Corporate Paralegal

/bsb  
Enclosures  
cc: Michael R. Abel

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F98000000642

(Document number of corporation (if known))

FILED  
04 MAR 12 PM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. SOFA CONNECTION, INC.

(Name of corporation as it appears on the records of the Department of State)

2. TENNESSEE

(Incorporated under laws of)

3. February 3, 1998

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 21, 2004

5. SOFA EXPRESS, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

David O. Bryant  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David O. Bryant

(Typed or printed name of person signing)

March 10, 2004  
(Date)

Vice President

(Title of person signing)

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

ISSUANCE DATE: 03/03/2004  
REQUEST NUMBER: 04063154  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 04/23/1993  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0265094  
JURISDICTION: TENNESSEE

TO:  
KROLL DOCUMENT FILING & RETRIEVAL SVCS  
1900 CHURCH STREET  
STE 400  
NASHVILLE, TN 37203

REQUESTED BY:  
KROLL DOCUMENT FILING & RETRIEVAL SVCS  
1900 CHURCH STREET  
STE 400  
NASHVILLE, TN 37203

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

-----  
"SOFA EXPRESS, INC."  
-----

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED  
WITH THIS OFFICE; AND  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

-----  
FOR: REQUEST FOR CERTIFICATE

ON DATE: 03/03/04

FROM:  
KROLL DOCUMENT FILING & RETRIEVAL SVCS  
1900 CHURCH STREET  
SUITE 400  
NASHVILLE, TN 37203-0000

	FEES	
RECEIVED:	\$220.00	\$0.00
TOTAL PAYMENT RECEIVED:	\$220.00	

RECEIPT NUMBER: 00003442027  
ACCOUNT NUMBER: 00442386



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

ISSUANCE DATE: 03/05/2004  
REQUEST NUMBER: 04065130C

**Secretary of State**  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

CHARTER/QUALIFICATION DATE: 04/23/1993  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0265094  
JURISDICTION: TENNESSEE

TO:  
KROLL DOCUMENT FILING & RETRIEVALS  
1900 CHURCH STREET  
STE 400  
NASHVILLE, TN 37203

REQUESTED BY:  
KROLL DOCUMENT FILING & RETRIEVALS  
1900 CHURCH STREET  
STE 400  
NASHVILLE, TN 37203

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
-----  
"SOFA EXPRESS, INC."

-----  
WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE  
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE  
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
2720-0545	08/02/1993	AMEND-CHARTER	NAM DUR STK PRN OFC AGT INC MAL FYC X
5043-1840	02/20/2004	OTHER	X

-----  
FOR: REQUEST FOR COPIES

ON DATE: 03/05/04

FEEES

FROM:  
KROLL DOCUMENT FILING & RETRIEVAL SVCS  
1900 CHURCH STREET  
SUITE 400  
NASHVILLE, TN 37203-0000

RECEIVED: \$140.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$140.00

RECEIPT NUMBER: 00003444029  
ACCOUNT NUMBER: 00442386



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

RECEIVED  
STATE OF TENNESSEE

1993 AUG -2

ARTICLE 20 OF AMENDMENT TO THE CHARTER OF  
SOFA, INC.

RILEY DARNELL  
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-20-106 of the Tennessee Business Corporation Act, as amended, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is Sofa, Inc.
2. The corporation is for profit.
3. The text of the amendment adopted is:

Article 1 of the Charter shall be amended to read as follows:

"1. The name of the Corporation is Sofa Connection, Inc."

4. The amendment was duly adopted by written consent effective April 24, 1993, by the Board of Directors and shareholders of the corporation.

5. The amendment is to be effective upon the filing of these articles by the Secretary of State of the State of Tennessee.

Dated: April 24, 1993.

SOFA, INC.

By:  PRESIDENT  
Robert Mack Peters, President

ARTICLES OF MERGER  
OF  
SOFA EXPRESS, INC.  
(an Ohio corporation)  
INTO  
SOFA CONNECTION, INC.  
(a Tennessee corporation)

RECEIVED  
STATE OF TENNESSEE  
2004 FEB 20 PM 12:34  
RILEY L. ...  
SECRETARY OF STATE

Pursuant to Section 18-21-107 of the Tennessee Corporation Act, Sofa Connection, Inc., a corporation organized under the laws of the State of Tennessee (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging Sofa Express, Inc., a corporation organized under the laws of the State of Ohio (the "Merging Corporation"), into the Surviving Corporation

I The Plan and Agreement of Merger is attached

II The Plan and Agreement of Merger was approved by the shareholders of the Surviving Corporation in the manner prescribed by the Tennessee Corporation Act. The Plan and Agreement of Merger was approved by the affirmative vote of the required percentage of all of the votes entitled to be cast, there being no voting by voting group

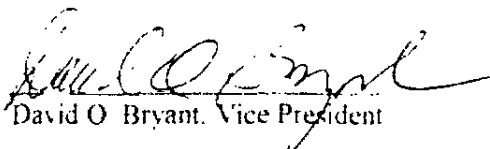
III The Plan and Agreement of Merger, and performance of its terms, were duly authorized by all action required by the laws of the State of Ohio under which the Merging Corporation was organized and by the charter of the Merging Corporation

IV The merger will become effective at 11:59 P.M. on February 21, 2004

This the 17th day of February, 2004

SOFA CONNECTION, INC.

By

  
David O. Bryant, Vice President

PLAN AND AGREEMENT OF MERGER  
OF  
SOFA EXPRESS, INC.  
(an Ohio corporation)  
INTO  
SOFA CONNECTION, INC.  
(a Tennessee corporation)

A. Corporations Participating in Merger.

Sofa Express, Inc., an Ohio corporation (the "Merging Corporation"), will merge into Sofa Connection, Inc., a Tennessee corporation (the "Surviving Corporation").

B. Name of Surviving Corporation; Amendment to Articles of Incorporation.

After the merger, the Surviving Corporation will have the name "Sofa Express, Inc." and, accordingly, upon the filing of Articles of Merger with the Secretary of State of Tennessee, the Articles of Incorporation of the Surviving Corporation will be amended by deleting Article 1 in its entirety and inserting in lieu thereof the following:

"1. The name of the Corporation is Sofa Express, Inc."

C. Merger.

Upon the merger becoming effective, the corporate existence of the Merging Corporation will cease, the corporate existence of the Surviving Corporation will continue, and the Surviving Corporation will succeed to and assume all of the liabilities and obligations of the Merging Corporation.

D. Conversion of Shares.

When the merger becomes effective, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows.

1. Surviving Corporation. The outstanding shares of the Surviving Corporation, par value \$1.00 per share, will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. Merging Corporation. Each outstanding share of the Merging Corporation will be converted into 4.45 shares, par value \$1.00 per share, of the Surviving Corporation, provided that no fractional shares will be issued. Each treasury share of the Merging Corporation will be cancelled.



E. Matters Concerning Surviving Corporation.

The location of the principal office of the Surviving Corporation in the State of Tennessee is 725 Myatt Drive, Madison, Tennessee 37115.

In any proceeding in the State of Ohio to enforce against the Surviving Corporation any obligation of the Merging Corporation or to enforce the rights of a dissenting shareholder of the Merging Corporation, the Surviving Corporation consents to be sued and served with process in the State of Ohio and irrevocably appoints the Secretary of State of Ohio as its agent to accept service of process in any such proceeding.

The Surviving Corporation is qualified to transact business in the State of Ohio under license number 144029.

F. Abandonment.

Prior to the merger's becoming effective, the Board of Directors of the Surviving Corporation may, in its discretion, abandon the merger.