

H40908

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MERGER OR SHARE EXCHANGE

LOEWENSTEIN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Loewenstein, Inc.	Florida	H40908

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INDX Designs, Inc.	Florida	P05000135728
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 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 June 2, 2008

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 June 2, 2008

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)

AGREEMENT AND PLAN OF MERGER

OF

INDX DESIGNS, INC.

WITH AND INTO

LOEWENSTEIN, INC.

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of June 2, 2008, is made by and between Brown Jordan international, Inc., a Delaware corporation ("BJI"), INDX Designs, Inc., a Florida corporation ("INDX") and Loewenstein, Inc., a Florida corporation ("Loewenstein").

RECITALS

WHEREAS, the Board of Directors of each of BJI, INDX and Loewenstein believe it is advisable, desirable and in the best interests of BJI, INDX, Loewenstein and their respective shareholders that INDX be merged with and into Loewenstein (the "Merger") pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Florida Act"), and, in furtherance thereof, have approved this Agreement and the transactions contemplated hereby, including the Merger.

WHEREAS, BJI, the sole shareholder of INDX and Loewenstein, has approved this Agreement and the transactions contemplated hereby, including the Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements hereinafter set forth, the parties hereto agree as follows:

ARTICLE I
The Merger

At the Effective Time (as hereinafter defined), INDX will be merged with and into Loewenstein in accordance with the provisions of the Florida Act. Following the Merger, Loewenstein will continue as the sole surviving corporation (the "Surviving Corporation") and the separate existence of INDX will cease.

ARTICLE II
Effective Time

2.1 Filing of Merger Certificates. If this Agreement and Plan of Merger is not terminated in accordance with Article IV hereof, an appropriate articles of merger (the "Articles of Merger") will be filed with the Secretary of State of the State of Florida in accordance with Section 607.1105 of the Florida Act.

2.2 Effective Time. The Merger will become effective (the "Effective Time") as of the later of the time when (a) the Articles of Merger have been filed with the Secretary of State of the State of Florida, or (b) such time as is set forth in the Articles of Merger.

ARTICLE III
Effects of the Merger

3.1 General Effects. The Merger will have the effects set forth in Section 607.1106 of the Florida Act. Without limiting the generality of the foregoing, as of the Effective Time, all properties, rights, privileges and powers of INDX will vest in the Surviving Corporation and all debts, liabilities and obligations of INDX will become debts, liabilities and obligations of the Surviving Corporation.

3.2 Conversion of Stock. At the Effective Time:

(a) Each then-outstanding share of capital stock of INDX will, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no consideration shall be issued in respect thereof.

(b) Each then-outstanding share of capital stock of Loewenstein will, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as one share of capital stock of the Surviving Corporation.

3.3 Certificate of Incorporation and Bylaws. At the Effective Time, (i) the Articles of Incorporation of Loewenstein, as amended through the Effective Time, will be the Articles of Incorporation of the Surviving Corporation, and (ii) the Bylaws of Loewenstein, as amended through the Effective Time, will be the Bylaws of the Surviving Corporation, until further amended in accordance with the provisions thereof and applicable law.

3.4 Directors and Officers. The directors and officers of Loewenstein immediately prior to the Effective Time of the Merger will be the directors and officers, respectively, of the Surviving Corporation.

3.5 Principal Office. At the Effective Time, the principal office of Loewenstein will be the principal office of the Surviving Corporation, the address of which is:

Loewenstein, Inc.
475 West Town Place
Suite 201
St. Augustine, FL 32092

ARTICLE IV
Amendment and Termination

4.1 **Amendment.** At any time prior to the Effective Time, this Agreement and Plan of Merger may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly approved by the Board of Directors of each of BJI, INDX and Loewenstein.

4.2 **Termination.** At any time prior to the Effective Time, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of INDX and/or the Board of Directors of Loewenstein.

ARTICLE V
Governing Law

This Agreement will be governed by and construed in accordance with the laws of the State of Florida without giving effect to any law or rule that would cause the laws of any jurisdiction other than the State of Florida to be applied.

IN WITNESS WHEREOF, each of BJI, INDX and Loewenstein have caused this Agreement to be duly executed as of the date first set forth above.

BROWN JORDAN INTERNATIONAL, INC.

By: Gene J. Moriarty
Gene J. Moriarty
President

INDX DESIGNS, INC.

By: Gene J. Moriarty
Gene J. Moriarty
President

LOEWENSTEIN, INC.

By: Gene J. Moriarty
Gene J. Moriarty
President