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Merge (Coo) (S)

MERGER OR SHARE EXCHANGE

DESIGN MARBLE MANUFACTURING, L.L.C.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

DESIGN MARBLE MANUFACTURING, INC., a Florida corporation
(P00000051754)

INTO

DESIGN MARBLE MANUFACTURING, L.L.C., a Florida entity, L00000012409

File date: December 6, 2000

Corporate Specialist: Brenda Tadlock

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ARTICLES OF MERGER

Between

DESIGN MARBLE MANUFACTURING, INC.
(a Florida corporation)

And

DESIGN MARBLE MANUFACTURING, L.L.C.
(a Florida limited liability company)

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THESE ARTICLES OF MERGER (these "Articles") are made and entered into on this 30th day of November, 2000, by and between Design Marble Manufacturing, Inc., a Florida corporation ("Corporation"), and Design Marble Manufacturing, L.L.C., a Florida limited liability company (the "L.L.C."). The following Articles are being submitted in accordance with Sections 607 and 608 of the Florida Statutes.

WITNESSETH:

WHEREAS, Corporation is a corporation duly organized and existing under the laws of the State of Florida The address of the Corporation is c/o Design Label Manufacturing, Inc., 7 Capitol Drive, East Lyme, CT 06333;

WHEREAS, the L.L.C. is a limited liability company duly organized and existing under the laws of the State of Florida The address of the L.L.C. is c/o Angell Corporate Services, Inc., 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480; and

WHEREAS, the Board of Directors of the Corporation and the Board of Members of the L.L.C. deem it advisable that Corporation be merged with and into the L.L.C. on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Florida, which permits such merger.

NOW, THEREFORE, the Corporation and the L.L.C. hereby state as follows:

ARTICLE I

Corporation and the L.L.C. have been and shall be merged into one another in accordance with applicable provisions of the laws of the State of Florida and pursuant to the Plan and Agreement of Merger attached hereto (without schedules and exhibits) as Exhibit A (the "Agreement"), with the L.L.C. being the surviving limited liability company.

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ARTICLE II

The Plan Of Merger set forth in the Agreement was approved and adopted by the Board of Members of the L.L.C. as of November 30, 2000 in the manner prescribed by the Florida Limited Liability Company Act. The Plan Of Merger set forth in the Agreement was approved by the majority of the membership interest of the L.L.C. as of November 30, 2000 as prescribed by Section 608 of Florida Limited Liability Company Act and the number of votes cast in favor of such approval was sufficient for approval.

ARTICLE III

The Plan Of Merger set forth in the Agreement was adopted and approved by the Board of Directors and the shareholders of Corporation as of November 30, 2000 in the manner prescribed by the Florida Business Corporation Act. The Plan Of Merger set forth in the Agreement was approved by the shareholders of Corporation as of November 30, 2000 by unanimous written consent in the manner prescribed by Section 607 of the Florida Business Corporation Act and the number of votes cast in favor of such approval was sufficient for approval.

ARTICLE IV

The effective date of the Merger shall be the date of the proper filing of these Articles in accordance with the Florida Business Corporation Act.

ARTICLE V

The surviving entity shall be the L.L.C. (the "Surviving Entity"). The address of the L.L.C. within the State of Florida is c/o Angell Corporate Services, Inc., 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480.

A certified copy of the Articles of Organization of the Surviving Entity filed with the Secretary of State of Florida on October 12, 2000 are hereby attached hereto as Exhibit B.

The Surviving Entity is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or rights of dissenting shareholders of the Corporation.

The Surviving Entity agrees to promptly pay to any dissenting shareholders of the Corporation the amount, if any, to which he or she may be entitled under Section 607 of the Florida Business Corporation Act.

[Signatures begin on the following page.]

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IN WITNESS WHEREOF, Corporation and the I.L.C., pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and shareholders and the Board of Members, have caused these Articles of Merger to be executed by each party hereto, as of the date first set forth above.

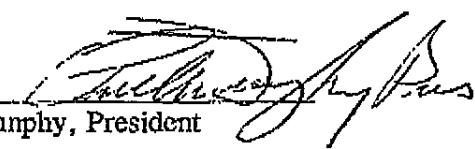
DESIGN MARBLE MANUFACTURING, L.L.C.

By: _____


Paul Dunphy, Managing Member

DESIGN MARBLE MANUFACTURING, INC.

By: _____


Paul Dunphy, President

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PIJOHNSON

FILED
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**AGREEMENT
AND
PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER (the "Plan") is made and entered into as of the 30th day of November, 2000 by and between

Design Marble Manufacturing, L.L.C., a limited liability company organized under the laws of the State of Florida; and

Design Marble Manufacturing, Inc., a corporation organized under the laws of the State of Florida.

WITNESSETH:

WHEREAS, Design Marble Manufacturing, Inc. (the "Corporation") and Design Marble Manufacturing, L.L.C. (the "L.L.C.") plan to merge and the name of the surviving corporation is the L.L.C.

WHEREAS, the respective Boards of Directors and shareholders of the Corporation have approved and adopted this Plan;

WHEREAS, the respective Board of Members of the L.L.C. have approved this Plan;

NOW, THEREFORE, in consideration of the promises, mutual covenants and agreements herein contained, the manner and basis of converting the shares of common stock of the Corporation and the membership interests L.L.C. as hereinafter provided, and such other provisions relating to the merger as the parties deem necessary or desirable, the parties hereto agree as follows:

1. **Merger.** The Corporation shall be merged with and into the L.L.C. The L.L.C. shall be the survivor of the merger (the "Surviving Company") with the name Design Marble Manufacturing, L.L.C. Except as herein specifically set forth, the Articles of Organization and the Operating Agreement, identity, existence, certificate of authority, purposes, powers, objects, franchises, privileges, rights and immunities of the L.L.C. shall continue unaffected and unimpaired by the merger, and the franchises, existence and rights of the Corporation shall be merged into the L.L.C. and the L.L.C. as the Surviving Company shall be fully vested therewith.

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The separate and individual existence of the Corporation shall cease and terminate as of the Effective Time of the Merger (as hereinafter defined).

2. **Members, Operating Agreement and Articles of Organization of the Surviving Company.** As of the Effective Time of the Merger:

a. The members and addresses of the members of the Surviving Company shall be as follows:

Paul Dunphy, c/o Design Label Manufacturing, Inc., 7 Capitol Dr., East Lyme, CT 06333

Richard Tucker, c/o Design Label Manufacturing, Inc. 7 Capitol Dr., East Lyme, CT 06333
The Surviving Company is a member-managed.

All such members of the Surviving Company shall serve until their respective successors are admitted or appointed pursuant to the Operating Agreement of the Surviving Company.

b. The Articles of Organization and the Operating Agreement of the L.L.C. as in effect prior to the Effective Time of the Merger shall be the Articles of Organization and the Operating Agreement of the Surviving Company.

3. **Rights, Privileges, Immunities, Powers, Franchises, Duties, Assets and Liabilities of the Surviving Company.**

a. As of the Effective Time of the Merger, each and all of the rights, privileges, immunities, powers, franchises and interests of the Corporation and the L.L.C., respectively, in and to every type of property (real, personal and mixed) and choses in action shall be deemed to be transferred to and vested in the Surviving Company, without any further action, deed, transfer or assignment; and title to any real estate or any interest therein, vested in either the Corporation or the L.L.C. shall not revert or be in any way impaired by reason of the merger.

b. The rights of creditors of the Corporation and the L.L.C. shall not be impaired in any manner by the merger; nor shall any liability or obligation for the payment of any money due or to become due, or any claim or demand or any cause existing against the Corporation and the L.L.C. be in any manner released or impaired; and all of the rights, obligations and relations of all parties, creditors, depositors and others shall remain unimpaired by the merger. The Surviving Company shall succeed to the obligations, liabilities and trusts of the Corporation and the L.L.C., and shall be held liable to pay and discharge all such obligations and liabilities and shall perform all such trusts in the same manner as though the Surviving Company had itself incurred the obligation, liability or trust. No suit, action or other proceeding pending at the Effective Time of the Merger before any court or tribunal in which either the Corporation or the L.L.C. is a party shall be deemed to have abated or to have been discontinued by reason of the merger, and the same may be prosecuted to final judgment in the same manner as if they had not entered into this Plan, or the Surviving Company may be substituted in the

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place of either the Corporation or the L.L.C. by order of the court or tribunal in which such suit, action or proceeding may be pending.

c. The Surviving Company, as the surviving entity of the merger, shall have all of the rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

4. **Manner of Converting Shares of Common Stock.** Upon the Effective Time of Merger, by virtue of the merger and without any action on the part of any record holder thereof:

The outstanding common stock of the Corporation, consisting of 133 shares of the Corporation's common stock shall be converted into the membership interests of the L.L.C. as follows:

	Common Stock	Membership Interest
1. Paul Dunphy	100 shares	75%
2. Richard Tucker	33 shares	25%

5. **Further Actions.** From time to time, as and when requested by the Surviving Company or by its successors and assigns, the Corporation shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such other actions as the Surviving Company or its successors or assigns may deem necessary or desirable in order to carry out the intents and purposes of this Plan.

7. **Governing Law.** This Plan shall be governed by, construed and enforced in accordance with the laws of the State of Florida.

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IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed by their duly authorized officers as of the day and year first above written.

DESIGN MARBLE MANUFACTURING, INC.

By:


Paul Dunphy, President

DESIGN MARBLE MANUFACTURING, L.L.C.

By:


Paul Dunphy, Managing Member