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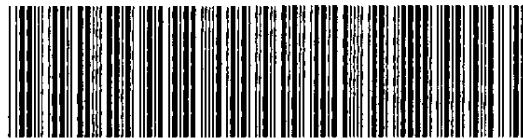
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK
FEB 21 2011
EXAMINER

CERTIFICATE OF MERGER

Pursuant to the provisions of Section 608.4382, Florida Statutes, the undersigned Florida limited liability companies hereby adopt the following Certificate of Merger for the purpose of merging themselves into one Florida limited liability company.

1. The names of the corporations which are parties to the merger are: HIGHLAND PARK FURNITURE II, L.L.C., a Florida limited liability company, the absorbed company, and HIGHLAND PARK FURNITURE AND MATTRESS CLEARANCE CENTER, L.L.C., a Florida limited liability company, the surviving company.

2. The merger shall become legally effective as of 11:59 p.m., February 28, 2011.

3. The Agreement and Plan of Merger: is effective as of February 28, 2011; provides that HIGHLAND PARK FURNITURE II, L.L.C. shall be merged with and into HIGHLAND PARK FURNITURE AND MATTRESS CLEARANCE CENTER, L.L.C.; was unanimously adopted by the members of HIGHLAND PARK FURNITURE II, L.L.C. by resolutions adopted on February 11, 2011; and was unanimously approved by the members of HIGHLAND PARK FURNITURE AND MATTRESS CLEARANCE CENTER, L.L.C. by resolutions adopted on February 11, 2011.

4. The Agreement and Plan of Merger is attached hereto, and was approved by each party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of HIGHLAND PARK FURNITURE II, L.L.C. and HIGHLAND PARK FURNITURE AND MATTRESS CLEARANCE CENTER, L.L.C., by their respective authorized representatives, on the dates set forth below.

HIGHLAND PARK FURNITURE II, L.L.C.

By: 

Ronald M. Walter, as a Managing Member

Date: February 11, 2011

HIGHLAND PARK FURNITURE AND MATTRESS
CLEARANCE CENTER, L.L.C.

By: 

Ronald M. Walter, as a Managing Member

Date: February 11, 2011

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STATE
ALLAHAS
FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as this "Agreement") is entered into to be effective as of February 28, 2011 (the "Effective Date"), by and between HIGHLAND PARK FURNITURE AND MATTRESS CLEARANCE CENTER, L.L.C. (sometimes hereinafter referred to as "surviving company"), a Florida limited liability company, and HIGHLAND PARK FURNITURE II, L.L.C. (sometimes hereinafter referred to as "absorbed company"), a Florida limited liability company.

STIPULATIONS

A. HIGHLAND PARK FURNITURE AND MATTRESS CLEARANCE CENTER, L.L.C. is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 10137 East Adamo Drive, Tampa, FL 33619.

B. All of the issued and outstanding ownership interests in HIGHLAND PARK FURNITURE AND MATTRESS CLEARANCE CENTER, L.L.C. are owned, directly or indirectly, by the following persons: Ronald M. Walter – 50%; and Patricia C. Walter – 50%.

C. HIGHLAND PARK FURNITURE II, L.L.C. is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 7381 52nd Place East, Bradenton, FL 34203.

D. All of the issued and outstanding ownership interests in HIGHLAND PARK FURNITURE II, L.L.C. are owned, directly or indirectly, by the following persons: Ronald M. Walter – 50.667%; and Patricia C. Walter – 49.333%.

The respective members of the absorbed company and the surviving company deem it desirable and in the best interests of both limited liability companies, and their respective members, that HIGHLAND PARK FURNITURE II, L.L.C. be merged into HIGHLAND PARK FURNITURE AND

MATTRESS CLEARANCE CENTER, L.L.C., pursuant to the provisions of Chapter 608 of the Florida Statutes, and it is intended that the merger qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, since both limited liability companies previously elected to be classified as subchapter S corporations for federal tax purposes.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the absorbed company and the surviving company hereby agree as follows:

1. **MERGER**

HIGHLAND PARK FURNITURE II, L.L.C., which shall be the absorbed company, shall merge with and into HIGHLAND PARK FURNITURE AND MATTRESS CLEARANCE CENTER, L.L.C., which shall be the surviving company.

2. **TERMS AND CONDITIONS**

On the effective date of the merger, the separate existence of the absorbed company shall cease, and the surviving company shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed company, without the necessity for any separate transfer. The surviving company shall thereafter be responsible and liable for all liabilities and obligations of the absorbed company and neither the rights of creditors nor any liens on the property of the absorbed company shall be impaired by the merger.

3. **CONVERSION OF OWNERSHIP INTERESTS**

The manner and basis of converting the ownership interests in the absorbed company into ownership interests in the surviving company shall be in accordance with the succeeding provisions of this Section 3.

- a. As of the effective date of the merger, the issued and outstanding ownership interests shall be owned, directly and indirectly, as follows: Ronald M. Walter – 50.25%;

and Patricia C. Walter – 49.75%.

b. Within ten (10) days after the effective date of the merger, each holder of membership certificates in the absorbed company shall surrender them to the surviving company or its duly appointed agent, in such manner as the surviving company shall legally require; furthermore, within the aforesaid period, each holder of membership certificates in the surviving company shall surrender them to the surviving company or its duly appointed agent, in such manner as the surviving company shall legally require. On receipt of the surrendered membership certificates, the surviving company shall: issue new membership certificates in the surviving company in accordance with the ownership percentages described in Section 3b. hereof; cancel of record the membership certificates in the surviving company that were surrendered; and cancel of record the membership certificates in the absorbed company that were surrendered.

c. The holders of membership certificates in the absorbed company shall not be entitled to distributions payable with respect to membership certificates in the surviving company, until the new membership certificates in the surviving company have been issued to those holders. Thereafter, said holders shall be entitled to receive any distributions with respect to the new membership certificates in the surviving company, which may have been declared for the period beginning on the effective date of the merger and ending on the date of the issuance to said holders of the new membership certificates in the surviving company.

4. CHANGES IN ARTICLES OF ORGANIZATION

The Articles of Organization of the surviving company, HIGHLAND PARK FURNITURE AND MATTRESS CLEARANCE CENTER, L.L.C., shall continue to be its Articles of Organization following

the effective date of the merger.

5. **CHANGES IN OPERATING AGREEMENT**

The Operating Agreement of the surviving company, HIGHLAND PARK FURNITURE AND MATTRESS CLEARANCE CENTER, L.L.C., shall continue to be its Operating Agreement following the effective date of the merger.

6. **REPRESENTATIVES AND OFFICERS**

The representatives and officers of the surviving company, HIGHLAND PARK FURNITURE AND MATTRESS CLEARANCE CENTER, L.L.C., as of the effective date of the merger, shall continue to be the representatives and officers of the surviving company for the full, unexpired term of their respective positions and offices and until their successors have been duly elected or duly appointed and qualified.

7. **PROHIBITED TRANSACTIONS**

Neither the absorbed company nor the surviving company shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

8. **APPROVAL BY MEMBERS**

This Agreement shall reflect the approval of the respective members of the absorbed company and the surviving company, upon the execution of this Agreement by such members.

9. **EFFECTIVE DATE OF THE MERGER**

The effective date of the merger shall be February 28, 2011, at 11:59 p.m.

10. **CERTIFICATE OF MERGER**

Ronald M. Walter is hereby authorized to execute a certificate of merger, on behalf of the absorbed company and the surviving company, and is further authorized to file said certificate of merger with the Florida Department of State.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Agreement has been executed on behalf of the parties, by their respective members and managing members, on the date or dates set forth below, to be effective for all purposes as of the Effective Date.



Signature of Witness

Casey Trotter

Printed Name of Witness



Signature of Witness

Casey Trotter

Printed Name of Witness



Signature of Witness

Debra RASNAKE

Printed Name of Witness



Signature of Witness

Debra RASNAKE

Printed Name of Witness

HIGHLAND PARK FURNITURE AND MATTRESS
CLEARANCE CENTER, L.L.C.

By:

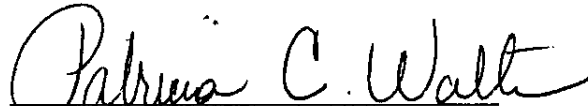


Ronald M. Walter, as Member & Managing Member

Date:

2-11-11

By:




Patricia C. Walter, as Member & Managing Member

Date:

2-11-11

HIGHLAND PARK FURNITURE II, L.L.C.

By:

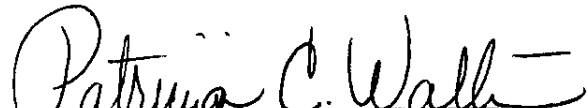


Ronald M. Walter, as Member & Managing Member

Date:

2-11-11

By:



Patricia C. Walter, as Member & Managing Member

Date:

2-11-11

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