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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ELEVATION BED LIMITED LIABILITY COMPANY

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P.02



FLORIDA DEPARTMENT OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 31, 2005

ELEVATION BED LIMITED LIABILITY COMPANY
3550 GATEWAY DRIVE
POMFANO BEACH, FL 33069

SUBJECT: ELEVATION BED LIMITED LIABILITY COMPANY
REF: L05000025155

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.

✓ Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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**ARTICLES OF MERGER
PURSUANT TO THE FLORIDA LIMITED LIABILITY COMPANY ACT****ELEVATION BED LIMITED LIABILITY COMPANY
(a Delaware Limited Liability Company)**2005 MAR 30 A 9
SECRETARY OF ST.
TALLAHASSEE, FLOI**INTO****ELEVATION BED LIMITED LIABILITY COMPANY
(a Florida Limited Liability Company)**

These **ARTICLES OF MERGER** by and between **ELEVATION BED LIMITED LIABILITY COMPANY**, a Delaware limited liability company (the "Merging Party"), and **ELEVATION BED LIMITED LIABILITY COMPANY**, a Florida limited liability company (the "Surviving Party") are being submitted on this 16th day of March, 2005, in accordance with the Florida Limited Liability Company Act (Fla. Stat. Ann §§ 608.401-608.705) (the "Act"), specifically Section 608.4382 of the Act relating to articles of merger.

1. **Participating Parties.** The exact name, street address of its principal office, jurisdiction, and entity type for each party to these Articles are as follows:

Elevation Bed Limited Liability Company
3550 Gateway Drive, Pompano Beach, Florida 33069
Jurisdiction: Delaware
Type: Limited Liability Company
EIN #: 52-2079059

Elevation Bed Limited Liability Company
3550 Gateway Drive, Pompano Beach, FL 33069
Jurisdiction: Florida
Type: Limited Liability Company
EIN#: 52-2079059
Florida Document/Registration #: L05000025155

2. **Surviving Party.** The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving Party are as follows:

Elevation Bed Limited Liability Company
3550 Gateway Drive, Pompano Beach, Florida 33069
Jurisdiction: Florida
Type: Limited Liability Company
EIN#: 52-2079059
Florida Document/Registration #: L05000025155

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3. **Authorization of Plan of Merger.** The attached Plan of Merger (see Exhibit A) meets the requirements of Section 608.438 of the Act. In addition, such plan was approved by the Surviving Party in accordance with the Act.

4. **Other Jurisdictions.** The attached Plan of Merger was approved by the Merging Party in accordance with the respective laws of the State of Delaware relating to merger of limited liability companies.

5. **No Prohibition in Formation Documents.** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization or certification of formation of any limited liability company that is a party to the merger.

6. **Effective Date.** The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

7. **Execution in Accordance with Applicable Law.** These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, each of the undersigned limited liability companies have caused these Articles of Merger to be signed by a duly authorized member on the date first stated above.

SURVIVING PARTY:

**ELEVATION BED LIMITED LIABILITY
COMPANY, a Florida limited liability company**

By: Stanley Kraft
Name: Stanley Kraft
Title: Managing Member

MERGING PARTY:

**ELEVATION BED LIMITED LIABILITY
COMPANY, a Delaware limited liability
company**

By: Stanley Kraft
Name: Stanley Kraft
Title: Managing Member

Exhibit "A"
FILED**PLAN AND AGREEMENT OF MERGER**

2005 MAR 30 A 9:46

THIS PLAN AND AGREEMENT OF MERGER, made this 16th day of March, 2005, by and between Elevation Bed Limited Liability Company, a Delaware limited liability company (the "Merging Party"), and Elevation Bed Limited Liability Company, a Florida limited liability company (the "Surviving Party"), the said entities being hereafter sometimes collectively called the "Participating Parties".

WITNESSETH

WHEREAS, the Merging Party is a limited liability company duly organized and existing under the laws of the State of Delaware, having been formed on February 3, 1998; and

WHEREAS, the Surviving Party is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed on March 11, 2005; and

WHEREAS, the Members of the Participating Parties, by written approvals, each have approved this Plan of Merger and declare it to be advisable and in the best interests of the Participating Parties and their members that the Merging Party merge with and into the Surviving Party, in the manner and upon the terms and conditions set forth herein (the "Merger") pursuant to the applicable provisions of the Delaware Limited Liability Company Act (6 Del. C. §§ 18-101-18-1109) (the "Delaware Act") and the Florida Limited Liability Company Act (Fla. Stat. Ann. §§608.401-608.705) (the "Florida Act").

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions of the mutual covenants and agreements contained herein, the Participating Parties, intending to be legally bound, hereby covenant and agree as follows:

1. Merger.

The Merging Party shall be merged with and into the Surviving Party on the effective date hereinafter set forth, in accordance with the Delaware Act and the Florida Act, and on the terms and conditions set forth in this Plan and Agreement of Merger. From and after such effective date, the Surviving Party shall be the surviving entity and shall continue to do business as a limited liability company organized and existing under the laws of the State of Florida, unaffected and unimpaired by the merger, with all rights, privileges, immunities and powers, and subject to all the duties and liabilities of a limited liability company organized and existing under the laws of the State of Florida.

2. Articles of Organization and Operating Agreement of Surviving Party.

The Articles of Organization and the Operating Agreement of the Surviving Party, as in effect immediately before the Merger, shall be the Articles of Organization and Operating Agreement of the Surviving Party thereafter until amended as provided by law and in accordance with their respective terms.

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3. Exchange of Membership Interests.

All of the membership interests of the Merging Party shall be exchanged for membership interests of the Surviving Party.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA4. Members.

(a) The Members of the Merging Party shall be the Members of the Surviving Party.

(b) The Managing Member of the Merging Party shall be the Managing Member of the Surviving Party.

5. Effect of Merger.

Upon this merger becoming effective:

(a) The separate existence of the Merging Party shall terminate and the Surviving Party shall become the owner, without other transfer or further act or deed, of all of the rights, privileges, powers, property, franchises, estates and interests of every kind of the Merging Party, as effectually as the property of the Surviving Party as they were of the Merging Party; and the Surviving Party shall be subject to all debts and liabilities of the Merging Party in the same manner as if the Surviving Party had itself incurred them; and the Surviving Party shall be subject to all of the restrictions, disabilities and duties of both of the Participating Parties, which shall not revert or be in any way impaired by reason of this merger; and rights of creditors and liens upon any property of either of the Participating Parties shall be preserved unimpaired.

(b) The assets and liabilities of the Merging Party shall be taken up on the books of the Surviving Party in the amount at which they shall at that time be carried on the books of the Merging Party.

6. Effective Date of Merger.

The Effective Date of the Merger shall be the later of the filing of the Certificate of Merger with the Secretary of State of Delaware and the Articles of Merger with the Department of State of Florida.

7. State Filings.

The Members of the Participating Parties shall make and execute whatever certificates and documents are required by the State of Delaware and the State of Florida to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things which may be necessary and proper to effect such Merger.

8. Name and Address of Managing Member.

The name and address of the managing member of the Surviving Party is Stanley A. Kraftsow, 3550 Gateway Drive, Pompano Beach, FL 33069.

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9. Further Assurances.

If at any time after the Effective Date, the Surviving Party shall determine that further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to the Surviving Party full title to and possession of all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises or Company, the Members of the Surviving Party, or at the request of persons who were Members of the Merging Party immediately prior to the Effective Date, as such Members, shall have the authority to and shall take all such actions and execute and deliver all such instruments as the Surviving Party may so determine to be necessary or desirable.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan and Agreement of Merger on the date first written above.

ELEVATION BED LIMITED LIABILITY
COMPANY, a Delaware Limited Liability
Company

By: Stanley A. Kraftsow
Stanley A. Kraftsow, Managing Member

ELEVATION BED LIMITED LIABILITY
COMPANY, a Florida Limited Liability Company

By: Stanley A. Kraftsow
Stanley A. Kraftsow, Managing Member