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Division of Corporations

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Fax Number : (850) 205-0380

From:
Account Name : WILLIAMS SCHIFINO ANGLONE & STEADY, P.A.
Account Number : 120000000216
Phone : (813) 221-2626
Fax Number : (813) 221-7335

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DIVISION OF CORPORATIONS

SECRETARY OF STATE
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MERGER OR SHARE EXCHANGE

NEXT GENERATION HOME PRODUCTS, L.L.C.

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ARTICLES OF MERGER
OF
NEXT GENERATION HOME PRODUCTS, INC.
(a Florida corporation)
AND
NEXT GENERATION HOME PRODUCTS, L.L.C.
(a Florida limited liability company)

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Pursuant to the provisions of Section 608.4382 and 607.1108, Florida Statutes, these Articles of Merger provide that:

1. Next Generation Home Products, Inc. (a Florida corporation), shall be merged with and into Next Generation Home Products, L.L.C. (a Florida limited liability company), which shall be the surviving entity.

2. The merger shall become effective on the day that both these Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Time").

3. The Agreement and Plan of Reorganization dated December 30, 2005 pursuant to which Next Generation Home Products, Inc. shall be merged with and into Next Generation Home Products, L.L.C. (the "Merger") was adopted by the sole shareholder of Next Generation Home Products, Inc. by written consent dated December 30, 2005, and by the sole member of Next Generation of Florida, L.L.C. by written consent dated December 30, 2005.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the corporation and the limited liability company by their authorized officers as of December 30, 2005.

NEXT GENERATION HOME PRODUCTS, INC.
a Florida corporation

By: David M. Schifano
David M. Schifano, Secretary

By: Robert Dolanowski
Robert Dolanowski, President

NEXT GENERATION HOME PRODUCTS, L.L.C.
a Florida limited liability company

By: David M. Schifano
David M. Schifano, Secretary

By: Ray Gonzalez
Ray Gonzalez, Chief Executive Officer

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AGREEMENT AND PLAN OF REORGANIZATION
BETWEEN
NEXT GENERATION HOME PRODUCTS, INC.
(a Florida Corporation)
AND
NEXT GENERATION HOME PRODUCTS, L.L.C.
(a Florida limited liability company)

This Agreement and Plan of Reorganization is entered into this 30th day of December 2005 between Next Generation Home Products, Inc., a Florida corporation ("Home Products, Inc."), and Next Generation Home Products, L.L.C., a Florida limited liability company ("Home Products, L.L.C.").

WHEREAS, all of the issued and outstanding shares of capital stock of Home Products, Inc. are owned by the Company's parent, Next Generation of Florida, L.L.C.;

WHEREAS, all of the issued and outstanding shares of membership interest of Home Products, L.L.C. are owned by the Company's parent, Next Generation of Florida, L.L.C.;

WHEREAS, Next Generation of Florida, L.L.C. has determined that it is desirable and in its best interest to effect a plan of reorganization whereby Home Products, Inc. shall merge into Home Products, L.L.C. in accordance with the applicable Statutes of the State of Florida.

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the Florida Business Corporation Act and the Florida Limited Liability Company Act, at the Effective Time (as defined below), Home Products, Inc. shall be merged with and into Home Products, L.L.C. (the "Merger"), the separate and corporate existence of Home Products, Inc. shall cease, and Home Products, L.L.C. (the "Surviving Limited Liability Company") shall continue its corporate existence pursuant to the laws of Florida under its present name. Home Products, L.L.C. and Home Products, Inc. are collectively referred to as the "Constituent Entities."

2. The Merger shall become effective as of the date the articles of merger are filed with the Secretary of State of Florida (the "Effective Time").

3. The Surviving Limited Liability Company shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Entities shall be vested in the Surviving Limited Liability Company without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

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4. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Limited Liability Company without further act or deed, and the Surviving Limited Liability Company shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

5. The Articles of Organization of Home Products, L.L.C. in effect immediately prior to the Effective Time shall continue without change and be the Articles of Organization of the Surviving Limited Liability Company.

6. The Managing Member of Home Products, L.L.C. is Next Generation of Florida, L.L.C.

NEXT GENERATION HOME
PRODUCTS, INC.

Attested By: [Signature]
David M. Schifino, Secretary

By: _____
Robert Dolatowski, President

NEXT GENERATION HOME
PRODUCTS, L.L.C.

Attested By: [Signature]
David M. Schifino, Secretary

By: _____
Ray Gonzalez
Chief Executive Officer

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4. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Limited Liability Company without further act or deed, and the Surviving Limited Liability Company shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

5. The Articles of Organization of Home Products, L.L.C. in effect immediately prior to the Effective Time shall continue without change and be the Articles of Organization of the Surviving Limited Liability Company.

6. The Managing Member of Home Products, L.L.C. is Next Generation of Florida, L.L.C.

NEXT GENERATION HOME
PRODUCTS, INC.



Robert Dolatowski, President

Attested By: _____
David M. Schifano, Secretary

NEXT GENERATION HOME
PRODUCTS, L.L.C.

By: 
Ray Gonzalez
Chief Executive Officer

Attested By: _____
David M. Schifano, Secretary

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