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L. SELLERS

OCT 30 2009

EXAMINER

MERGER OR SHARE EXCHANGE

Dimensions Tile Distributors, LLC

Certificate of Status	0
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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Dimensions Tile Distributors, Inc.</u>	<u>Florida</u>	<u>Corporation</u>

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Dimensions Tile Distributors, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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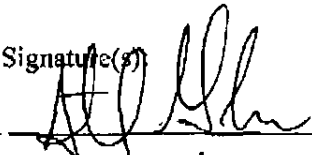
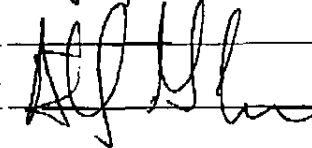
**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
Dimensions Tile Distributors, Inc.		Anthony G. Estep
		President
Dimensions Tile Distributors, LLC		Anthony G. Estep
		Managing Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

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**AGREEMENT AND PLAN OF MERGER  
OF DIMENSIONS TILE DISTRIBUTORS, INC.  
WITH AND INTO DIMENSIONS TILE DISTRIBUTORS, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 28<sup>th</sup> day of October, 2009, by and between DIMENSIONS TILE DISTRIBUTORS, INC., a Florida corporation ("Dimensions Corporation"), and DIMENSIONS TILE DISTRIBUTORS, LLC, a Florida limited liability company ("Dimensions LLC").

**RECITALS**

WHEREAS, the shareholders and directors of Dimensions Corporation, and the Members of Dimensions LLC, have resolved that Dimensions Corporation shall be merged, pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, with and into Dimensions LLC, which limited liability company will be the "Surviving Entity."

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree in accordance with the Florida Business Corporation Act with the following terms and conditions:

1. **Recitals.** The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. **Merger.** The shareholders and directors of Dimensions Corporation, and the Members of Dimensions LLC, hereby agree that Dimensions Corporation, at the Effective Date (as hereinafter defined), shall be merged with and into Dimensions LLC (the "Merger").
3. **Effects of Merger.** On the Effective Date, the separate existence of Dimensions Corporation shall cease and Dimensions Corporation shall be merged with and into Dimensions LLC which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of Dimensions Corporation and all and singular, the rights, privileges, powers and franchises of Dimensions Corporation, and all property, real, personal and mixed, and all debts due to Dimensions Corporation on whatever account, and all other things in action or belonging to Dimensions Corporation, shall be vested in Dimensions LLC, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of Dimensions LLC as they were of Dimensions Corporation, and the title to any real estate vested in Dimensions Corporation by deed or otherwise under the laws of the State of Florida or any other jurisdiction shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Dimensions Corporation shall be preserved unimpaired, and all debts, liabilities and duties of Dimensions Corporation shall thenceforth attach to Dimensions LLC and

may be enforced against Dimensions LLC to the same extent as if said debts, liabilities and duties had been incurred or contracted by Dimensions LLC. At any time, or from time to time, after the Effective Date, the last acting officers or shareholders of Dimensions Corporation, or the corresponding Managing Member of the Surviving Entity may, in the name of Dimensions Corporation, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of Dimensions Corporation's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Entity; Articles of Organization; Operating Agreement.

4.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be Dimensions Tile Distributors, LLC.

4.2 Articles of Organization. The Articles of Organization of Dimensions LLC, as in effect on the date hereof, from and after the Effective Date shall be and continue to be the Articles of Organization of the Surviving Entity until changed or amended as provided by law.

4.3 Operating Agreement. The Operating Agreement of Dimensions LLC, as in effect on the date hereof (the "Operating Agreement"), from and after the Effective Date shall be and continue to be the Operating Agreement of the Surviving Entity until changed or amended as provided therein.

5. Manner and Basis of Converting Dimensions Corporation Shares of Stock. Anthony G. Estep ("Estep") and Steven J. Sadowski ("Sadowski") each own fifty percent (50%) of the issued and outstanding shares of stock of Dimensions Corporation. As of the Effective Date, the fifty percent (50%) of the issued and outstanding shares of stock of Dimensions Corporation owned by Estep shall be converted into a forty-nine percent (49%) "Percentage Interest" in Dimensions LLC and a "Membership Interest" in Dimensions LLC, each as defined in and as set forth in the Operating Agreement of Dimensions LLC. As of the Effective Date, the fifty percent (50%) of the issued and outstanding shares of stock of Dimensions Corporation owned by Sadowski shall be converted into a fifty-one percent (51%) "Percentage Interest" in Dimensions LLC and a "Membership Interest" in Dimensions LLC, each as defined in and as set forth in the Operating Agreement of Dimensions LLC.

6. Management of Surviving Entity. Management of the Surviving Entity is vested in its Members. The names and business addresses of the Members are:

Anthony G. Estep  
2889 Inlet Cove Lane West  
Naples, Florida 34120

Steven J. Sadowski  
333 Neptunes Bight  
Naples, Florida 34103

7. Miscellaneous.

7.1 Termination. This Plan of Merger may be terminated and the proposed Merger may be abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the shareholders and directors of Dimensions Corporation or the Members of Dimensions LLC, if the shareholders and directors of Dimensions Corporation or the Members of Dimensions LLC duly adopt a resolution abandoning this Plan of Merger.

7.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

7.3 Effective Date. The Effective Date of the Merger shall be the date of filing of the Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.



Witnesses:

**DIMENSIONS CORPORATION**

DIMENSIONS TILE DISTRIBUTORS, INC.,  
a Florida corporation

By: 

Anthony G. Estep, President





  


**DIMENSIONS LLC**

DIMENSIONS TILE DISTRIBUTORS, LLC,  
a Florida limited liability company

By: 

Anthony G. Estep, Member

By: 

Steven J. Sadowski, Member