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(Requestor's Name)

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☐ MAIL

(Business Entity Name)

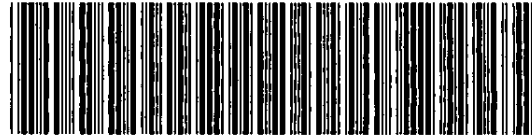
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 MAY 13 PM 4:36

Merger

MAY 21 2013

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A PROFESSIONAL CORPORATION

COUNSELLORS AT LAW

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< MEMBER FL BAR
† CERTIFIED BY THE
SUPREME COURT OF
NEW JERSEY AS A
CIVIL TRIAL ATTORNEY
^ N.J.C.R. 1:40
QUALIFIED MEDIATOR
◊ LL.M. IN TAXATION

May 8, 2013

FL Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: American Decorative Fabrics, LLC

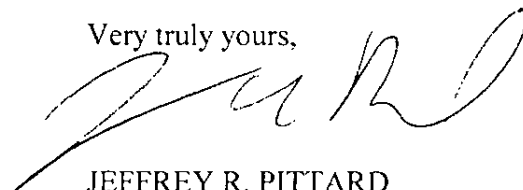
Dear Sir or Madam:

Enclosed herewith for filing, please find an original and one (1) copy of the Certificate of Merger together with the Agreement and Plan of Merger annexed thereto for the above referenced limited liability company.

Please file the original and return a certified filed copy of the Certificate of Merger to our NJ office listed above in the enclosed self-addressed, stamped envelope provided for your convenience. Our check made payable to your order in the amount of \$55.00 is enclosed herewith to cover your filing fees consisting of the following: \$25.00 Filing Fee + \$30.00 for a certified copy.

Your expeditious attention to the foregoing will be greatly appreciated. Thank you.

Very truly yours,



JEFFREY R. PITTARD
FL Bar Number 0096098

JRP:hbh
Encls.

CERTIFICATE OF MERGER

-of-

AMERICAN DECORATIVE FABRICS, LLC (NY)

-into-

AMERICAN DECORATIVE FABRICS, LLC (FL)

Filed by:

Jeffrey Pittard, Esq.
Starr Gern Davison & Rubin, PC
2255 Glades Road
Suite 324A
Boca Raton, FL 33431
561-994-7533

CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 MAY 13 PM 4:36

This Certificate of Merger is being submitted to merge the following New York limited liability company into the following Florida limited liability company in accordance with Section 608.438 (2) of the Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction for each merging party is as follows: AMERICAN DECORATIVE FABRICS, LLC, a New York limited liability company ("ADF-NY") and AMERICAN DECORATIVE FABRICS, LLC, a Florida limited liability company ("ADF-FL").

SECOND: The exact name, form/entity type and jurisdiction of the surviving party is as follows: ADF-FL, having an address at 2255 Glades Road, Suite 324(A). Boca Raton, FL 33431.

THIRD: The annexed Agreement and Plan of Merger was approved by ADF-FL, the only surviving domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Section 608 of the Florida Statutes.

FOURTH: The annexed Agreement and Plan of Merger was approved by ADF-NY, the other limited liability company that is a party to the merger in accordance with the applicable provisions of the laws of the State of New York, the jurisdiction under which ADF-NY is organized.

FIFTH: The effective date of the merger shall be May 1, 2013, or if later, the filing date of this Certificate of Merger with the Florida Department, which shall not be prior to or more

than 90 days after the aforesaid filing.

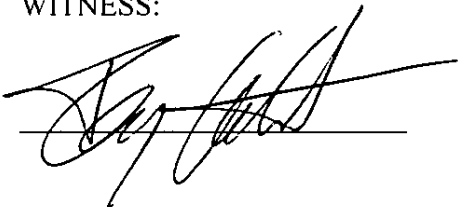
SIXTH: ADF-FL, the surviving limited liability company has been formed under the laws of the State of Florida.

SEVENTH: ADF-FL, the surviving limited liability company, has been formed under the laws of the State of Florida; and therefore, the provisions of Sections 608.4351 through 608.43595 of the Florida Statutes shall not be applicable.

EIGHTH: ADF-FL, the surviving limited liability company, has been formed under the laws of the State of Florida; and therefore, the provisions of Sections 48.181 and 608.4351 through 608.43595 of the Florida Statutes shall not be applicable .

IN WITNESS WHEREOF, this Certificate of Merger has been signed by the undersigned this 22nd day of April, 2013.

WITNESS:

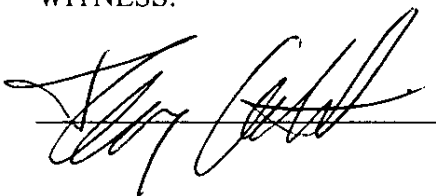


AMERICAN DECORATIVE FABRICS,
LLC (NY)

By: 

Zhenzhong Li, the sole Member of
the Voting Member, Home
Furnishing
International, LLC

WITNESS:



AMERICAN DECORATIVE FABRICS,
LLC (FL)

By: 

Zhenzhong Li, the sole Member of
the Voting Member, Home Furnishings
International, LLC

AGREEMENT AND PLAN OF MERGER OF
AMERICAN DECORATIVE FABRICS, LLC, a New York limited liability company
INTO

AMERICAN DECORATIVE FABRICS, LLC, a Florida limited liability company

THIS AGREEMENT AND PLAN OF MERGER made and entered into this 22nd day of April, 2013, by and between AMERICAN DECORATIVE FABRICS, LLC, a New York limited liability company, having its principal place of business located at 315 Fifth Avenue, Suite 601, in the Borough of Manhattan, County of New York and state of New York ("ADF-NY"), and AMERICAN DECORATIVE FABRICS, LLC, a Florida limited liability company, having an address located at 2255 Glades Road, Suite 324A, in the City of Boca Raton, County of Palm Beach and the State of Florida ("ADF-FL");

WITNESSETH:

WHEREAS, the voting Member of ADF-FL and ADF-NY has approved and has agreed to execute this Agreement and Plan of Merger; and

WHEREAS, the voting Member of ADF-NY and ADF-FL deems it advisable and desirable, to the end that greater efficiency and economy of management may be accomplished and otherwise and generally to the advantage and welfare of ADF-NY and ADF-FL and their respective Members, that the properties, business, assets and liabilities, if any, of ADF-NY be merged into ADF-FL, sometimes called (the Surviving Florida limited liability company) under and pursuant to the provisions of Section 1003 of the Limited Liability Law of the State of New

York and the Limited Liability Law, Section 608.438 (2) of the Florida statutes.

NOW THEREFORE:

In consideration of the premises and the mutual agreements, provisions, covenants and grants herein contained, and in accordance with the statutes of the State of New York and the State of Florida it is hereby agreed by and between the parties hereto that ADF-NY shall be merged into ADF-FL and that ADF-NY and ADF-FL agree to and prescribe the terms and conditions of the merger and the mode of carrying the same into effect, which terms and conditions and mode of carrying the same into effect, ADF-NY and ADF-FL, as follows:

1. The name, form and jurisdiction of each party to this Agreement and Plan of Merger are: ADF-NY, a New York limited liability company, having an address at 315 Fifth Avenue, Suite 601, New York, New York 10016 and ADF-FL, a Florida limited liability company, having an address at 2255 Glades Road, Suite 324 A, Boca Raton, Suite 324 A, Florida 33431.

2. ADF-FL shall be the surviving Florida limited liability company and shall continue to exist as a limited liability company under and by virtue of the authority of the laws of the State of Florida.

3. Prior to the merger, ADF-NY has only one Voting Member and two Nonvoting Members; and subsequent to the merger, ADF-FL, the Surviving Florida limited liability company, shall continue to have only one Voting Member and two Nonvoting Members, the names and addresses of which are as follows:

Voting Member

Home Furnishings International LLC

Address

2255 Glades Road, Suite 324A,
Boca Raton, FL 33431

Nonvoting Members

Home Furnishing International, LLC

2255 Glades Road, Suite 324(A),
Boca Raton, FL 33431

Shanghai Orient West Decorative
Fabrics Co., LTD

Zhao Xiang Town
Xin Cheng 1st Economic Development Zone
Qingpu, Shanghai, China

4. ADF-FL, the Surviving Florida limited liability company, shall be managed by the sole Member of Home Furnishing International, LLC: Zhenzhong Li, who shall have the authority to execute all documents including checks/drafts, etc. on behalf of ADF-FL, the Surviving Florida limited liability company.

5. There shall be One Thousand (1000) authorized Membership Shares of ADF-FL, the Surviving Florida limited liability company, allocable as follows:

Voting Membership Shares	1
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Nonvoting Membership shares	999
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6. The manner and basis of converting the outstanding one (1) Voting Membership Share and the two hundred seventy six and 87/100 (276.87) Nonvoting Membership Shares of ADF-NY into the Voting and Nonvoting Membership Shares of ADF-FL, the Surviving Florida limited liability company, upon the effective date of the merger, shall be as follows:

(A) The outstanding one (1) Voting Membership Share of ADF-NY shall be forthwith exchanged for and converted into the Voting Membership Share of ADF-FL, the Surviving Florida limited liability company, in the ratio of one (1) Voting Membership Share of

ADF-NY for one (1) Voting Membership Share of ADF-FL;

(B) The outstanding two hundred seventy six and 87/100 (276.87) Nonvoting Membership Shares of ADF-NY shall be forthwith exchanged for and converted into the Nonvoting Membership Shares of ADF-FL, the Surviving Florida limited liability company, in the ratio of one (1) Nonvoting Membership Share of ADF-NY for one (1) Nonvoting Membership Share of ADF-FL; and

(C) On or after the effective date of the merger, the Members representing all of the outstanding Voting and Nonvoting Membership Shares of ADF-NY shall be entitled, upon the surrender of the certificates therefore at the office of ADF-FL to receive in exchange therefor certificates representing the number of the Voting and Nonvoting Membership Shares of ADF-FL, the Surviving Florida limited liability company, as hereinabove provided.

7. The name and organization of ADF-NY, except insofar as the same shall continue by statute or as may be requisite in carrying out the purposes of this Agreement and Plan of Merger, shall cease upon filing a Certificate of Merger for ADF-NY and ADF-FL, in the office of the Department of State of New York.

8. Upon the consummation of the merger, all and singular the rights, privileges, powers and franchises of ADF-NY and all property, real, personal and mixed and all debts due on whatever accounts, as well as for membership subscriptions as well as all other choses in action or belonging to ADF-NY shall be vested in ADF-FL, the Surviving Florida limited liability company, and all property, rights, privileges, powers and franchises, and all and every other interest of ADF-NY shall hereafter be the property of ADF-FL, the Surviving Florida limited liability company, as they were of ADF-NY. The title to any and all real estate, whether by deed

or otherwise vested in ADF-NY shall not revert or be in any way impaired by reason of the merger, provided that all rights of creditors and all liens upon the property of ADF-NY shall be preserved unimpaired and that all debts, liabilities and duties of ADF-NY including Federal, state and local tax liabilities, if any, shall forthwith attach to ADF-FL, the Surviving Florida limited liability company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. The merger of ADF-NY and ADF-FL shall not in any manner impair the rights of any creditor of ADF-NY. In the event ADF-FL, the Surviving Florida limited liability company, shall deem it advisable that further assignments, assurances in the law, or things shall be necessary or desirable in order to vest title to any property of ADF-NY into ADF-FL, then and in that event, the Voting Member of ADF-NY and/or ADF-FL shall execute all proper assignments and assurance in the law, and all things necessary or proper to vest title to such property in ADF-FL, the Surviving Florida limited liability company and otherwise to carry out the purposes of this Agreement and Plan of Merger.

9. ADF-FL shall pay all expenses of the merger.

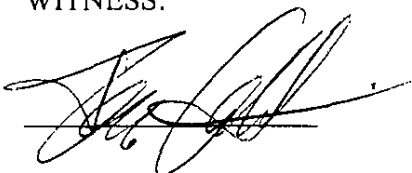
10. This Agreement and Plan of Merger shall be submitted to the Voting Member of ADF-NY and ADF-FL for approval as required by the laws of the State of New York and the State of Florida, respectively, and shall be deemed and taken to be the Agreement and Plan of Merger of ADF-NY and ADF-FL upon approval thereof by the Voting Member of ADF-NY and ADF-FL on the merger. When such required approval shall be obtained, the Voting Member of ADF-NY and ADF-FL shall be hereby authorized to deliver to the proper authorities for filing, in the State of New York and Florida, all documents as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan of Merger.

11. The effective date of the merger shall be May 1, 2013; or if later, the date of filing of the Certificate of

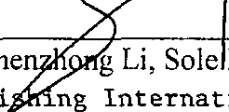
Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been signed by the undersigned as of the day and year first above mentioned.

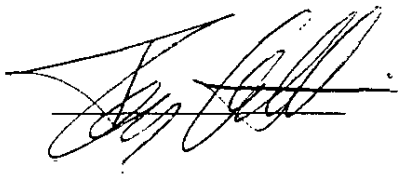
WITNESS:



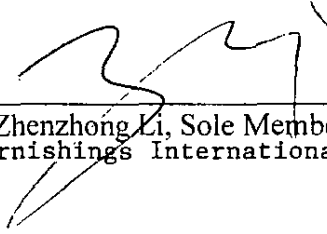
AMERICAN DECORATIVE FABRICS, LLC (NY)

By: 
Zhenzhong Li, Sole Member of the Voting
Home Furnishing International, LLC Member,

WITNESS:



AMERICAN DECORATIVE FABRICS, LLC (FL)

By: 
Zhenzhong Li, Sole Member of the Voting
Home Furnishings International, LLC Member,