

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
Public Access System

EFFECTIVE DATE  
12-31-07

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000306025 3)))



H070003060253ASCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : C T CORPORATION SYSTEM  
Account Number : PCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

**\*RE-SUBMIT\***  
Please re-submit original filing  
date of submission 12/27/07

**MERGER OR SHARE EXCHANGE**

**MEYER DECORATIVE SURFACES U.S.A., INC.**

Certificate of Status	0
Certified Copy	0
Page Count	078
Estimated Charge	\$175.00

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

PAGE 01/06

CT CORR

12/27/2007 11:04 8502227615

12/26/2007

Ps 12/27/07  
Meyer



December 27, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MEYER DECORATIVE SURFACES U.S.A., INC.

MEYER INTERNATIONAL, INC.

330 PATTON DR PO BOX 43765

ATLANTA, GA 30336US

SUBJECT: MEYER DECORATIVE SURFACES U.S.A., INC.

REF: L42260

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.

Please correct the spelling of first merging corporation listed and return for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith  
Regulatory Specialist II

FAX Aud. #: H07000306025  
Letter Number: 607A00071686

RECEIVED

2007 DEC 27 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

2007 DEC 27 AM 9:18

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

EFFECTIVE DATE

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
MEYER DECORATIVE SURFACES U.S.A., Inc.	FLORIDA	L42260

12-31-07

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
MEYER LAMINATES (M.A.) Inc.	NORTH CAROLINA	
MEYER LAMINATES (SE), INC.	GEORGIA	
MEYER LAMINATES (N.E.), INC.	DELAWARE	
MEYER LAMINATES, INC.	FLORIDA	M58815

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2007 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 17, 2007 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 17, 2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
MEYER DECORATIVE		
SURFACES U.S.A., INC.	<i>David T. Sullivan</i>	David T. Sullivan, President
MEYER LAMINATES		
(M.A.), INC.	<i>David T. Sullivan</i>	David T. Sullivan, President
MEYER LAMINATES (SE),		
INC.	<i>David T. Sullivan</i>	David T. Sullivan, President
MEYER LAMINATES, INC.	<i>David T. Sullivan</i>	David T. Sullivan, President

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>MEYER DECORATIVE SURFACES U.S.A., INC.</u>	<u>Florida</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>MEYER LAMINATES (M.A.), INC.</u>	<u>North Carolina</u>
<u>MEYER LAMINATES (N.E.), INC.</u>	<u>Delaware</u>
<u>MEYER LAMINATES (SE), INC.</u>	<u>Georgia</u>
<u>MEYER LAMINATES, INC.</u>	<u>Florida</u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All outstanding shares of common stock of the Subsidiaries shall be canceled of record on the effective date of the merger. Since all of the issued and outstanding shares of the Subsidiaries are owned by Meyer Decorative Surfaces U.S.A. Inc, no shares of Meyer Decorative Surfaces U.S.A., Inc, the surviving corporation, are to be issued and the Subsidiaries shall receive no consideration as a result of the merger provided for herein.

Each share of the common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this merger, shall remain issued and outstanding and shall be unaffected by the merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: