L42260

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12-31-07

MERGER OR SHARE EXCHANGE

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Meyer International, Inc.

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Merger
12/27/07

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:

Name	Jurisdiction	Document Number (If known/ applicable)
MEYER INTERNATIONAL, INC.	DELAWARE	N/A

12-31-07

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
MEYER DECORATIVE SURFACES U.S.A, INC.	FLORIDA	L42260
MEYER, INC.	FLORIDA	K11183
WC REAL ESTATE HOLDINGS, INC.	FLORIDA	K00260

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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

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
MEYER INTERNATIONAL, IN		David T. Sullivan, President
MEYER DECORATIVE		David T. Sullivan, President
SURFACES U.S.A, INC.		
WC REAL ESTATE		David T. Sullivan, President
HOLDINGS, INC.		
MEYER, INC.		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:

Name	Jurisdiction
MEYER INTERNATIONAL, INC.	DELAWARE

The name and jurisdiction of each **subsidiary** corporation:

Name	Jurisdiction
MEYER DECORATIVE SURFACES U.S.A, INC.	FLORIDA
MEYER, INC.	FLORIDA
WC REAL ESTATE HOLDINGS, INC.	FLORIDA

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 International, Inc, no shares of Meyer International, 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:

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:

The name of Meyer International, Inc., the surviving corporation, is hereby changed to Meyer Decorative Surfaces, Inc. The surviving corporation shall register to do business in the State of Florida effective January 1, 2008.