

Document Number only  
**PO00000029967**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
850-222-1092

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\*\*\*\*280.00 \*\*\*\*280.00

Corporation(s) Name

*Merger &  
name  
change*

Survivor (and parent): L&P Acquisition Company - Florida 1  
\*will change its name to Edron Fixtures Corp.

Merged entities:  
Edron Fixtures Corp.  
Florida Plating & Finishing Corp.  
OPA Development, Inc.  
Phase II Furniture and Store Fixtures Corp.  
Royal Powder Coating, Inc.  
Royal Store Fixtures Corp.  
Sunshine Installation, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS

<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait
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Name Availability: 5/2/00  
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MAY 1 -

Please Return Extra  
Copies File Stamped  
To:  
Melanie Strickland

RECEIVED  
00 MAY - 1 PM 12:07  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
00 MAY - 1 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank You!

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

SUNSHINE INSTALLATION, INC., a Florida corporation V04742

ROYAL STORE FIXTURES CORP., a Florida corporation J80463

ROYAL POWDER COATING, INC., a Florida corporation P92000008231

PHASE II FURNITURE AND STORE FIXTURES CORP., a Florida corporation  
S42809

OPA DEVELOPMENT, INC., a Florida corporation P94000034642

FLORIDA PLATING & FINISHING CORP., a Florida corporation M57738

EDRON FIXTURE CORP., a Florida corporation M63415

INTO

L&P ACQUISITION COMPANY - FLORIDA 1 which changed its name to

**EDRON FIXTURE CORP.**, a Florida entity, P00000029967.

File date: May 1, 2000

Corporate Specialist: Annette Ramsey

# 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, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

L&P Acquisition Company - Florida 1

Florida

**Second:** The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Edron Fixture Corp.

Florida

Florida Plating & Finishing Corp.

Florida

OPA Development, Inc.

Florida

Phase II Furniture and Store Fixtures Corp.

Florida

Royal Powder Coating, Inc.

Florida

Royal Store Fixtures Corp.

Florida

Sunshine Installation, Inc.

Florida

**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** May / 1 / 2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 May 1, 2000

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.





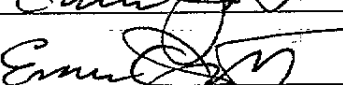
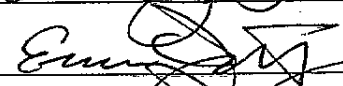

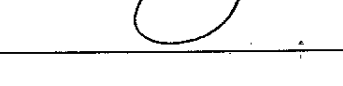
**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 1, 2000

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
00 MAY -1 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
L&P Acquisition Company - Florida I		Ernest C. Jett, Vice President
Edron Fixtures Corp.		Ernest C. Jett, Vice President
Florida Plating & Finishing Corp.		Ernest C. Jett, Vice President
OPA Development, Inc.		Ernest C. Jett, Vice President
Phase II Furniture and Store Fixtures Corp.		Ernest C. Jett, Vice President
Royal Powder Coating, Inc.		Ernest C. Jett, Vice President
Royal Store Fixtures Corp.		Ernest C. Jett, Vice President
Sunshine Installation, Inc.		Ernest C. Jett, Vice President

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of May 1, 2000, between the parties who are signatories hereto.

WITNESSETH that:

WHEREAS all of the corporations that are parties to this Agreement desire to merge into a single corporation as provided herein.

NOW THEREFORE, the corporations, parties to this Agreement in consideration of the mutual covenants, agreements and provisions herein contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. L&P Acquisition Company – Florida 1, a Florida corporation, hereby merges into itself all of the following: Edron Fixture Corp., Florida Plating & Finishing Corp., OPA Development, Inc., Phase II Furniture and Store Fixtures Corp., Royal Powder Coating, Inc., Royal Store Fixtures Corp., Sunshine Installation, Inc., all being Florida corporations.
2. Said Edron Fixture Corp., Florida Plating & Finishing Corp., OPA Development, Inc., Phase II Furniture and Store Fixtures Corp., Royal Powder Coating, Inc., Royal Store Fixtures Corp., Sunshine Installation, Inc., Inc. shall be and hereby are merged into L&P Acquisition Company – Florida 1, which shall be the surviving corporation.
3. Article 1 of the Certificate of Incorporation of L&P Acquisition Company – Florida 1 is amended to read as follows:

“The name of the corporation is Edron Fixture Corp.”
4. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:
  - a. Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
  - b. Each share of stock of the merged corporations which shall be outstanding on the effective date of this merger, and all rights and respects thereof, shall forthwith be canceled and no shares of the surviving corporations will be issued in exchange therefore.
5. The terms and conditions of the merger are as follows:

a. The articles and bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended, and repealed as therein provided.

b. The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

c. All mergers under this Agreement shall become effective May 1, 2000.

d. Upon the merger becoming effective, all the property, rights, privileges, leases, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporations shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporations respectively. The merged corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds, assignments, documents, and other instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporations and that proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporations or otherwise to take any and all such action.

6. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing the Agreement with the Secretary of State, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any

class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

7. The parties adopt the Plan of Merger (Attachment "A") and instruct that it, or this Agreement, be filed with the appropriate governmental bodies to effect this Agreement.

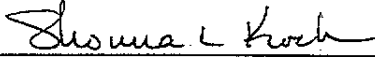
IN WITNESS WHEREOF, the parties, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Vice-President and attested by the Assistant Secretary of each party hereto as the respective act, deed and agreement of each of the corporations as of the day and year first above written.

**Edron Fixture Corp.**

*None*  
Corporate Seal

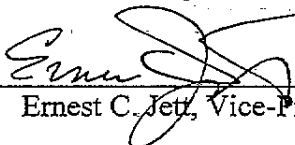
By   
Ernest C. Jett, Vice-President

ATTEST:

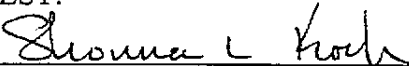
By   
Shonna L. Koch, Assistant Secretary

**Florida Plating & Finishing Corp.**

*None*  
Corporate Seal

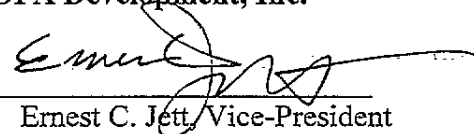
By   
Ernest C. Jett, Vice-President

ATTEST:

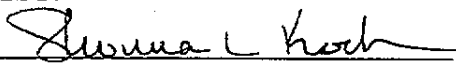
By   
Shonna L. Koch, Assistant Secretary

**OPA Development, Inc.**

*None*  
Corporate Seal


By   
Ernest C. Jett, Vice-President

ATTEST:


By   
Shonna L. Koch, Assistant Secretary

**Phase II Furniture and Store Fixtures Corp.**

*None*  
Corporate Seal

By   
Ernest C. Jett, Vice-President


ATTEST:

By   
Shonna L. Koch, Assistant Secretary




**Royal Powder Coating, Inc.**

*None*  
Corporate Seal

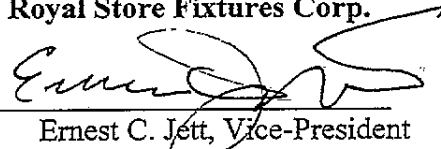
By   
Ernest C. Jett, Vice-President

ATTEST:

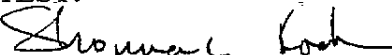
By   
Shonna L. Koch, Assistant Secretary

**Royal Store Fixtures Corp.**

*None*  
Corporate Seal

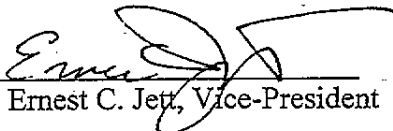
By   
Ernest C. Jett, Vice-President

ATTEST:


By   
Shonna L. Koch, Assistant Secretary

**Sunshine Installation, Inc.**

*None*  
Corporate Seal


By   
Ernest C. Jett, Vice-President

ATTEST:

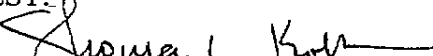
By   
Shonna L. Koch, Assistant Secretary

**L&P Acquisition Company – Florida 1**

*None*  
Corporate Seal

By   
Ernest C. Jett, Vice-President

ATTEST:

By   
Shonna L. Koch, Assistant Secretary

Attachment A  
**PLAN OF MERGER**

1. L&P Acquisition Company – Florida 1, of Florida is the survivor.
2. All of the property, rights, privileges, leases and patents of Edron Fixture Corp., Florida Plating & Finishing Corp., OPA Development, Inc., Phase II Furniture and Store Fixtures Corp., Royal Powder Coating, Inc., Royal Store Fixtures Corp., and Sunshine Installation, Inc. are to be transferred to and become the property of L&P Acquisition Company – Florida 1, the survivor. The officers and board of directors of the above-named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
3. The officers and board of directors of L&P Acquisition Company – Florida 1, shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.
4. It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Florida:
  - a. The surviving corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Florida which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Florida against the surviving corporation;
  - b. The Secretary of State of the State of Florida shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is No.1 Leggett Road, Carthage, MO 64836;
  - c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Florida which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Florida Business Corporations Act" with respect to the rights of dissenting shareholders.

5. Article 1 of the Certificate of Incorporation of the survivor is amended to read as follows:  
"The name of the corporation is Edron Fixture Corp."

6. The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

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

b. Each share of stock of the merged corporations which shall be outstanding on the effective date of this merger, and all rights and respects thereof, shall forthwith be canceled and no shares of the surviving corporations will be issued in exchange therefore.

5. The terms and conditions of the merger are as follows:

a. The articles and bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended, and repealed as therein provided.

b. The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

c. All mergers under this Agreement shall become effective May 1, 2000.

d. Upon the merger becoming effective, all the property, rights, privileges, leases, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporations shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporations respectively. The merged corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds, assignments, documents, and other instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to

and possession of any property of the merged corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporations and that proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporations or otherwise to take any and all such action.