

Florida Department of State
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((H04000252977 3)))

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04 DEC 27 AM 9:34
DIVISION OF CORPORATIONS

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STATE OF FLORIDA
TALLAHASSEE

BASIC AMENDMENT

HENDRICKS FURNITURE GROUP, INC.

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ATTN: SUSAN PAYNE 12/27/04
Articles of
Correction

Correcting eFP data
on merger filed 12/10/04

FAX AUDIT NO.: H04000252977 3

ARTICLES OF CORRECTION

for

HENDRICKS FURNITURE GROUP, INC.

Name of Corporation as currently filed with the Florida Dept. of State

P02000015194

Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These Articles of Correction correct ARTICLES OF MERGER *

(Document Type)

filed with the Department of State on DECEMBER 10, 2004

(File Date of Document)

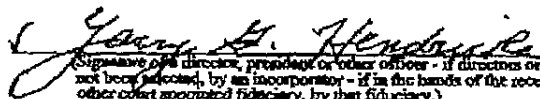
Specify the inaccuracy, incorrect statement, or defect:

ARTICLE FOURTH INCORRECTLY STATES THE EFFECTIVE DATE OF MERGER.

Correct the inaccuracy, incorrect statement, or defect:

ARTICLE FOURTH SHOULD READ AS FOLLOWS:

FOURTH: THE MERGER SHALL BECOME EFFECT ON DECEMBER 31, 2004.


(Signature of the director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

LARRY G. HENDRICKS

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

Filing Fee: \$35.00

*Attached are corrected Articles of Merger and Plan of Merger.

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CORRECTED

PLAN OF MERGER

In accordance with Section 55-11-02 of the North Carolina Business Corporation Act (the "Act"), this Plan of Merger (the "Plan") is made and entered into this 6th day of December, 2004, by and between THE COUNTRY SHOP, INC., a North Carolina corporation (the "surviving corporation"), and HENDRICKS FURNITURE GROUP, INC., a Florida corporation (the "merging corporation").

1. **Merger.** In accordance with the provisions of the Act, the merging corporation shall be merged with and into the surviving corporation and the separate existence of the merging corporation shall thereupon cease, and the surviving corporation shall continue to exist under and be governed by the Act.

2. **Articles of Incorporation.** The Articles of Incorporation of the surviving corporation, in effect immediately prior to the Effective Date, including the amendment hereinafter, shall, until further duly amended, be the Articles of Incorporation of the surviving corporation. "Effective Date" shall mean December 31, 2004.

3. **Bylaws.** The Bylaws of the surviving corporation, in effect immediately prior to the Effective Date, shall, without any changes, be the Bylaws of the surviving corporation, until further amended as permitted by law.

4. **Directors and Officers.** The directors and officers of the surviving corporation, in office immediately prior to the Effective Date, shall continue to be the directors and officers of the surviving corporation after the merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of the surviving corporation. The directors of the surviving corporation are:

LARRY G. HENDRICKS
JANE HENDRICKS

The officers of the surviving corporation are:

President/Treasurer:	LARRY G. HENDRICKS
Executive Vice President:	RICK GRANT
Vice President/Assistant Secretary:	SCOTT LEVER
Secretary:	JANE HENDRICKS

5. **Distribution to Shareholders of the Constituent Corporations.** Immediately prior to the Effective Date, there are one hundred (100) shares of common stock of the merging corporation issued and outstanding, Larry G. Hendricks owning a one hundred percent (100%) interest, and there are fifty-eight (58) shares of common stock of the surviving corporation issued and outstanding, Larry G. Hendricks owning a one hundred percent (100%) interest. Upon the Effective Date, each share of common stock of the merging corporation then outstanding shall be cancelled.

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Each share of common stock of the surviving corporation that is issued and outstanding immediately prior to the Effective Date shall continue to represent one (1) validly issued, fully paid and non-assessable share of common stock of the surviving corporation. Each certificate of the surviving corporation evidencing ownership of any such shares shall, following the merger, continue to evidence a one hundred percent (100%) ownership interest in the surviving corporation by Larry G. Hendricks.

6. Effect of Merger. As of the Effective Date, the separate existence of the merging corporation shall cease, and the surviving corporation shall be fully vested with all rights, privileges, immunities, disabilities and duties, of the merging corporation, as more particularly set forth in the Act.

7. Amendment to Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the surviving corporation, on the Effective Date, shall be amended by deleting paragraph 1 in its entirety and substituting the following text as the new paragraph 1:

"1. The name of the corporation is HENDRICKS FURNITURE GROUP, INC."

8. Supplemental Action. If, at any time after the Effective Date, the surviving corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the surviving corporation or the merging corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the surviving corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the surviving corporation to carry out the provisions of this Plan.

The parties have set their hands and seals as of the date first above written as evidence that they agree, accept and adopt this plan.

THE COUNTRY SHOP, INC.,
a North Carolina corporation

HENDRICKS FURNITURE GROUP, INC.,
a Florida corporation

By: 
Larry G. Hendricks, President

By: 
Larry G. Hendricks, President