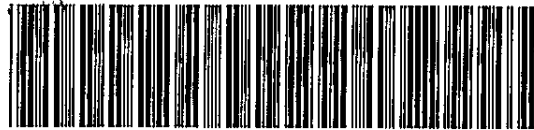


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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04/20/04--01012--001 \*\*25.00

05/03/04--01006--015 \*\*25.00

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**A. J. MUSIAL, JR., P.A.**  
**ATTORNEY AT LAW**

*1211 West Fletcher Avenue  
Tampa, Florida 33612-3363*

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*(813) 265-4051  
Fax (813) 265-3110*

April 16, 2004

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

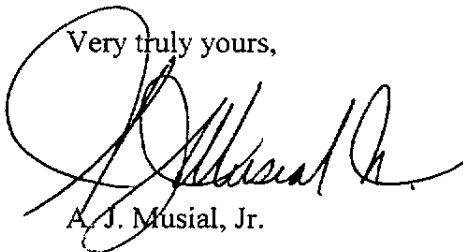
Re: Westex Design Concepts, LLC  
Westex Design Concepts of Florida, Inc.

Dear Sir or Madam:

Enclosed herewith, please find the Articles of Merger to be filed with your office.  
Also, enclosed is my firm's check in the amount of \$25.00 to cover the filing fee for the Westex merger.

If you have any questions, please do not hesitate to contact my office.

Very truly yours,



A. J. Musial, Jr.

AJM/ct  
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 26, 2004

A.J. MUSIAL, JR. P.A.  
1211 WEST FLETCHER AVE.  
TAMPA, FL 33612-3363

SUBJECT: WESTEX DESIGN CONCEPTS OF FLORIDA, INC.  
Ref. Number: P02000068494

FILED  
2004 JUN -8 P 2:48  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for WESTEX DESIGN CONCEPTS OF FLORIDA, INC. and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

There is a fee of \$35.00 due.

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 604A00027497



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 17, 2004

A.J. MUSIAL, JR. P.A.  
1211 WEST FLETCHER AVE.  
TAMPA, FL 33612-3363

SUBJECT: WESTEX DESIGN CONCEPTS OF FLORIDA, INC.  
Ref. Number: P02000068494

We have received your document for WESTEX DESIGN CONCEPTS OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

There is a balance due of \$25.00.

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) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 104A00034243

FILED

2004 JUN -8 P 2:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by:  
A. J. Musial, Jr., Esquire  
1211 West Fletcher Avenue  
Tampa, FL 33612-3363

**FILED**

2004 JUN -8 P 2: 48

### ARTICLES OF MERGER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with FS §§ 607.1109, 608.438 and 608.4382.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

1.     Name and Street Address:   Westex Design Concepts, LLC  
  1221 Rogers Street, Suite D  
  Clearwater, Florida 33756  
          Jurisdiction:               Florida  
          Entity Type:               Limited Liability Company  
          Fla Document/Reg. Number: L00000002841  
          FEI Number:               593636023
  
2.     Name and Street Address:   Westex Design of Florida, Inc.  
  1221 Rogers Street, Suite D  
  Clearwater, Florida, 33756  
          Jurisdiction:               Florida  
          Entity Type:               Corporation for Profit  
          Fla Document/Reg. Number: P02000068494  
          FEI Number:               820553389

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

1.     Name and Street Address:   Westex Design of Florida, Inc., 1221 Rogers Street,  
  Suite D. Clearwater, Florida 33756  
          Jurisdiction               Florida  
          Entity type               Corporation for Profit  
          Fla Document/Reg. Number: P02000068494  
          FEI Number:               820553389

**THIRD:** The attached plan of merger meets the requirements of §§ 607.1108 and 608.438, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

**FOURTH:** The surviving entity has obtained the written consent of each shareholder

pursuant to FS §§ 607.1108(5).

**FIFTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of the limited liability company that is a party to the merger.

**SIXTH:** The merger shall become effective as of the date of the articles of merger are filed with Florida Department of State.

Executed this 13 day of April, 2004.

Westex Design Concepts, LLC

By: H. - H. Radtke  
H.-Helmut Radtke, President

Westex Design Concepts of Florida, Inc.

By: Carol L. Radtke  
Carol Radtke, President

Westex Design Concepts of Florida, Inc.,  
sole member of Westex Design Concepts, LLC

By: Carol L. Radtke  
Carol Radtke, President

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with FS §§ 607.1107, and 608.4381 is being submitted in accordance with FS §§ 607.1108 and 608.438.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

Westex Design Concepts, LLC - Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

Westex Design Concepts of Florida, Inc. - Florida

**THIRD:** The terms and conditions of the merger are as follows:

A. Westex Design Concepts of Florida, Inc. is the sole member of Westex Design Concepts, LLC. The purpose of this merger is to combine these entities into one operating entity. Since Westex Design Concepts of Florida, Inc. owns and holds all the interest in Westex Design Concepts, LLC, no other transfers will be required.

### FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

1. Westex Design Concepts of Florida, Inc. is the sole member of Westex Design Concepts, LLC. The purpose of this merger is to combine these entities into one operating entity. Since Westex Design Concepts of Florida, Inc. owns and holds all the interest in Westex Design Concepts, LLC, no other transfers will be required.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

1. Westex Design Concepts of Florida, Inc. is the sole member of Westex Design Concepts, LLC. The purpose of this merger is to combine these entities into one operating entity. Since Westex Design Concepts of Florida, Inc. owns and holds all the interest in Westex Design Concepts, LLC, no other transfers will be required.

**FIFTH:** The merger will become effective upon the filing of the articles of merger with the Florida Department of State.

Westex Design Concepts, LLC

By: H.-H. Radtke  
H.-Helmut Radtke, President

Westex Design Concepts of Florida, Inc.

By: Carol L. Radtke  
Carol Radtke, President

Westex Design Concepts of Florida, Inc.,  
sole member of Westex Design Concepts, LLC

By: Carol L. Radtke  
Carol Radtke, President