

PO6000074981

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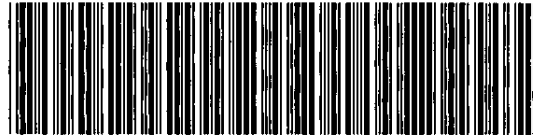
(Business Entity Name)

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AND  
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07 AUG 21 AM 9:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*

G. Coulette AUG 24 2007

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CABINET DESIGN STUDIO, INC.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

RONALD HOGARTH  
(Contact Person)

T & H COMPTROLLERS, INC.  
(Firm/Company)

200 CARRI ISLES BLVD.  
(Address)

VENICE, FL 34292  
(City/State and Zip Code)

For further information concerning this matter, please call:

RONALD HOGARTH At (941) 484-4980  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## 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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CABINET DESIGN STUDIO, INC.</u>	<u>FLORIDA</u>	<u>P06000074981</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>PACKARD MILLWORK, INC.</u>	<u>FLORIDA</u>	<u>P01000052410</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

**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**      /      /      (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 AUGUST 14, 2007.

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 AUGUST 14, 2007.

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)

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

CABINET DESIGN STUDIO, INC.

FLORIDA

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

Name

Jurisdiction

PACKARD MILLWORK, INC.

FLORIDA

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

SEE ATTACHED AGREEMENT AND PLAN OF MERGER

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER.

(Attach additional sheets if necessary)

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made this AUGUST 10, 2007 between  
CABINET DESIGN STUDIO, INC. a Florida corporation and  
PACKARD MILLWORK, INC. a Florida corporation.

CABINET DESIGN STUDIO, INC. is a Florida corporation with its principal place of business located in VENICE, FL is authorized to issue 1200 shares of common stock, par value 1.00, of which 360 are issued and outstanding as of the date of this Agreement.

PACKARD MILLWORK, INC. is a Florida Corporation with its principal place of business located in VENICE, FL is authorized to issue 1500 shares of common stock, par value 1.00, of which 450 are issued and outstanding as of the date of this Agreement.

The Boards of Directors of CABINET DESIGN STUDIO, INC. and PACKARD MILLWORK, INC. agree that it is in the best business interests of the corporations and their shareholders that PACKARD MILLWORK, INC. be merged into CABINET DESIGN STUDIO, INC., in accordance with the terms and conditions of this Agreement and Plan of Merger, in such a manner that this transaction qualifies as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code, as amended.

Therefore, in consideration of the mutual covenants set forth in this Agreement and subject to the terms and conditions of this Agreement, the parties agree as follows:

1. PACKARD MILLWORK, INC. shall merge with and into CABINET DESIGN STUDIO, INC., which shall be the surviving corporation.
2. On the effective date of the merger, the separate existence of PACKARD MILLWORK, INC. shall cease, and CABINET DESIGN STUDIO, INC. shall succeed to all the rights, privileges, immunities, and all the property, real, personal or mixed of PACKARD MILLWORK, INC. without the necessity for any separate transfer. CABINET DESIGN STUDIO, INC. shall thereafter be responsible and liable for all liabilities and obligations of PACKARD MILLWORK, INC., and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.
3. Each share of the common stock of PACKARD MILLWORK, INC. issued and outstanding as of the effective date of the merger shall be converted into an equal number of shares of common stock of CABINET DESIGN STUDIO, INC. on a one-for-one basis.

Upon the effective date of the merger, holders of outstanding stock of PACKARD MILLWORK, INC. shall surrender their shares to CABINET DESIGN STUDIO, INC. and shall thereafter be issued new shares of CABINET DESIGN STUDIO, INC. stock in exchange.

4. The Articles of Incorporation of CABINET DESIGN STUDIO, INC. shall continue to be its articles of incorporation following the effective date of the merger.
5. The bylaws of CABINET DESIGN STUDIO, INC. shall continue to be its bylaws following the effective date of the merger.
6. The directors and officers of CABINET DESIGN STUDIO, INC. on the effective date of the merger shall continue as the directors and officers of CABINET DESIGN STUDIO, INC. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.
7. Neither PACKARD MILLWORK, INC. nor CABINET DESIGN STUDIO, INC. shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that each corporation may take all action necessary or appropriate under federal or state law to consummate this merger.
8. This Agreement and Plan of Merger shall be submitted for approval of the shareholders of PACKARD MILLWORK, INC. and CABINET DESIGN STUDIO, INC., such approval to be obtained on or before AUGUST 15, 2007.
9. The effective date of this merger shall be the date when a certificate of merger is issued by the Secretary of State of the State of Florida.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

PACKARD MILLWORK, INC.  
CABINET DESIGN  
STUDIO, INC.



GARY PACKARD, PRES.

ANA NOWLAN, DIR. & TREAS.