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DIVISION OF CORPORATIONS
2009 JUN 30 PM 2:02
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2009 JUN 30 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TB

6/30/09

Elizabeth A. Conway
n. d. designs tlh., inc.

Requester's Name

1615 Village Square Boulevard #1

Address

Tallahassee, FL 32309 (850) 383-8165

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF MERGER
OF
ND DESIGNS, INC., a Florida corporation
INTO

n.d. designs tlh., inc., a Florida corporation

These Articles of Merger are by and between:

ND Designs, Inc., a Florida corporation, whose principal office is located at 1615 Village Square Boulevard, Suite 1, Tallahassee, Florida 32309; and

n.d. designs tlh., inc., a Florida corporation, whose principal office is located at 1615 Village Square Boulevard, Suite 1, Tallahassee, Florida 32309.

Pursuant to Section 607.1105 of the Florida Statutes, **ND Designs, Inc.**, a Florida corporation, and **n.d. designs tlh., inc.**, a Florida corporation, adopt the following Articles of Merger for the purpose of merging **ND Designs, Inc.**, a Florida corporation, into **n.d. designs tlh., inc.**, a Florida corporation. **n.d. designs tlh., inc.** is the corporation that will survive the merger.

1. The Plan of Merger is attached to these Articles as Exhibit "A" and incorporated by reference as if fully set forth herein.
2. The effective date and time of the merger shall be at 12:01 a.m., on July 1, 2009.
3. The Plan of Reorganization and the Plan of Merger both dated June 9, 2009, between **ND Designs, Inc.**, a Florida corporation, and **n.d. designs tlh., inc.**, a Florida corporation, were unanimously adopted and approved by the Board of Directors and sole Shareholder of **ND**

FILED
2009 JUN 30 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

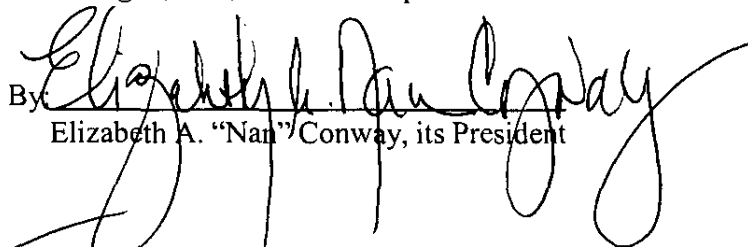
EFFECTIVE DATE
7-1-09

Designs, Inc., on June 9, 2009, and were unanimously adopted and approved by the Board of Directors and sole Shareholder of **n.d. designs tlh., inc.**, on June 9, 2009.

4. Under the Plan of Merger, all issued and outstanding shares of stock of **ND Designs, Inc.** will be acquired by means of a merger of **ND Designs, Inc.** into **n.d. designs tlh., inc.** with **n.d. designs tlh., inc.** the surviving corporation of the merger.

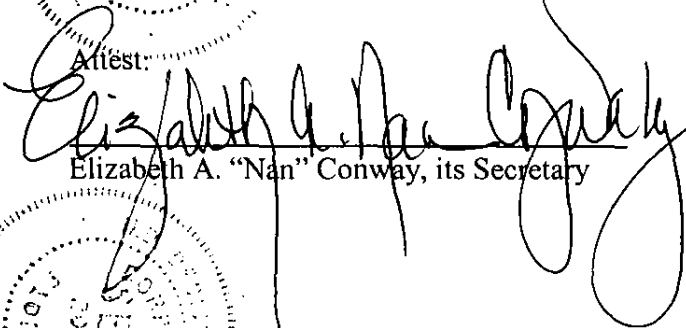
Signed at Tallahassee, Leon County, Florida, on June 30, 2009.

ND Designs, Inc., a Florida corporation

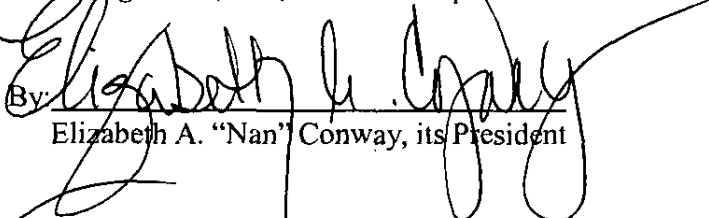
By 
Elizabeth A. "Nan" Conway, its President

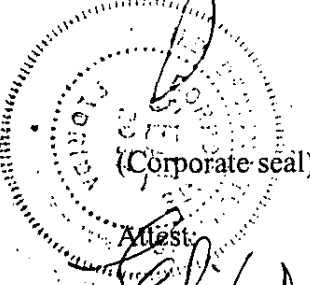

(Corporate seal)

Attest:


Elizabeth A. "Nan" Conway, its Secretary

n.d. designs tlh., inc., a Florida corporation

By 
Elizabeth A. "Nan" Conway, its President


(Corporate seal)

Attest:

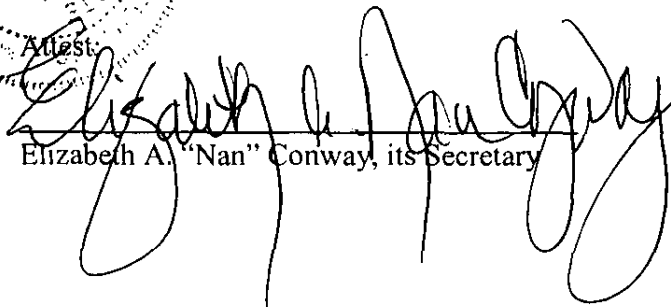

Elizabeth A. "Nan" Conway, its Secretary

EXHIBIT "A"
PLAN OF MERGER

This Plan of Merger is entered into on June 9, 2009, by and between:

ND Designs, Inc., a Florida corporation, whose principal office is located at 1615 Village Square Boulevard, Suite 1, Tallahassee, Florida 32309, hereinafter also referred to as "Target Corporation"; and

n.d. designs tlh., inc., a Florida corporation, whose principal office is located at 1615 Village Square Boulevard, Suite 1, Tallahassee, Florida 32309, hereinafter also referred to as "Surviving Corporation".

This merger is being effected under this Plan of Merger in accordance with Section 607.1101 *et seq.* of the Florida Statutes (i.e., the Florida Business Corporation Act).

RECITALS

A. Prior to the execution of this Plan of Merger, Target Corporation and Surviving Corporation have entered into an Agreement and Plan of Reorganization (Merger) dated June 9, 2009, hereinafter also referred to as the "Plan of Reorganization", which provides for certain representations, warranties and agreements in connection with the transaction contemplated herein.

B. The Boards of Directors and shareholders of Target Corporation and of Surviving Corporation have approved the merger of Target Corporation into Surviving Corporation under Florida law, hereinafter also referred to as the "Merger", upon the terms and subject to the conditions set forth herein and in the Plan of Reorganization.

C. For federal income tax purposes, it is intended that this Merger shall qualify as a statutory merger within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

PLAN

1. **The Merger.** Target Corporation is planning to merge all of its assets and liabilities into Surviving Corporation pursuant to the Plan of Reorganization. The separate existence of Target Corporation will cease once the merger is consummated. Surviving Corporation is the surviving corporation.

2. **Terms and Conditions of Merger.** The details of the terms and conditions of the proposed merger are contained in the Plan of Reorganization.

3. **Effective Date.** The effective date and time of the merger is 12:01 a.m. on July 1, 2009, hereinafter also referred to as the "Effective Date".

4. **Effect of Merger.** On the Effective Date, the separate existence of Target Corporation shall cease and Surviving Corporation shall be fully vested in Target Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities and duties, all as more particularly set forth in Section 607.1106 of the Florida Statutes.

5. **Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of Surviving Corporation which are in effect immediately prior to the Effective Date of the Merger, shall, without any changes, be the Articles of Incorporation and Bylaws of Surviving Corporation from and after the Effective Date until further amended as permitted by law.

6. **Stock of Target Corporation and Surviving Corporation.** On the Effective Date, each share of Target Corporation's common stock that shall be issued and outstanding at that time shall, without more, be converted into and exchanged for 100 shares of Surviving Corporation common stock in accordance with this Plan. Fractional shares of Surviving Corporation's stock will not be issued. Each share of Surviving Corporation's stock that is issued and outstanding on the

Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

7. Satisfaction of Rights of Target Corporation's Shareholder. All shares of Surviving Corporation's stock into which shares of Target Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

8. Supplemental Action. If at any time after the Effective Date, 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 Surviving Corporation or Target Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

9. Filing with the Florida Secretary of State and Effective Date. At closing, as provided in the Plan of Reorganization of which this Plan is a part, Target Corporation and Surviving Corporation shall cause their respective presidents to execute Articles of Merger in the form attached to the Plan of Reorganization and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State.

10. Amendment and Waiver. Any of the terms and conditions of this Plan may be waived at any time by the one of the corporations which is, or the shareholders of which are,

entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the respective corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Florida Statutes.

11. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both corporations, notwithstanding favorable action by the shareholders of both corporations.

Signed at Tallahassee, Leon County, Florida, on June 9, 2009.

(Corporate seal)

Attest:

Elizabeth A. "Nan" Conway, its Secretary

(Corporate seal)

Attest:

Elizabeth A. "Nan" Conway, its Secretary

ND Designs, Inc., a Florida corporation

By:

Elizabeth A. "Nan" Conway, its President

n.d. designs tlh., inc., a Florida corporation

By:

Elizabeth A. "Nan" Conway, its President