

P07000129770

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000306724 3)))



H070003067243ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

2007 DEC 27 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Fax Number : (850) 617-6380

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 DEC 27 AM 10:35

FILED

MERGER OR SHARE EXCHANGE

PRESTEX FABRICS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

Meng
307A00011221
1-4-00

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)
Prestex Fabrics, Inc.	Florida	P07000129770

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Prestex Fabrics, Inc.	New York	N/A

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 12 / 31 / 07 (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 December 21, 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 December 21, 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)

FL000 - 12/30/00 C T System Online

FILED

07 DEC 27 AM 10:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

eff
12-31-07

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

PICKER Fabrics, Inc.

Joseph Gurwja, President

Praxair Fabrice, Inc.

Joseph Curwin, President:

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

SEE ATTACHED AGREEMENT AND .

PLAN OF MERGER

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

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

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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

OF

PRESTEX FABRICS, INC.
(a New York corporation)

INTO

PRESTEX FABRICS, INC.
(a Florida corporation)

This Agreement and Plan of Merger (the "Agreement"), dated as of December 21, 2007, has been adopted by the written consent of the sole member of the Board of Directors of Prestex Fabrics, Inc., a New York corporation ("Prestex-NY") and by the unanimous written consent of the Board of Directors of Prestex Fabrics, Inc., a Florida corporation ("Prestex-FL"). The Board of Directors of Prestex-NY and the Board of Directors of Prestex-FL have submitted this Agreement to their respective shareholders entitled to vote thereon for their approval. Prestex-NY and Prestex-FL agree as follows:

1. Names of Constituent Corporations.
 - (a) The names of the constituent corporations are Prestex Fabrics, Inc., a New York corporation, and Prestex Fabrics, Inc., a Florida corporation.
 - (b) The name of the surviving corporation is Prestex Fabrics, Inc., a Florida corporation.
2. Effective Date. The effective date of the merger of Prestex-NY into Prestex-FL (the "Merger") will be on December 31, 2007 (the "Effective Date").
3. Merger. On the Effective Date, Prestex-NY will be merged with and into Prestex-FL, which will continue to be governed by the laws of the State of Florida, and the separate corporate existence of Prestex-NY will thereupon cease. The Merger will be pursuant to the provisions and with the effect as provided in the Business Corporation Law of the State of New York and the Business Corporation Act of the State of Florida.

4. Issued and Outstanding Stock.

- (a) The designation and number of outstanding shares of Prestex-NY are 100 common shares, with a par value of \$1.00 per share, all of which are entitled to vote. This number of shares is not subject to change prior to the Effective Date.
- (b) The designation and number of outstanding shares of Prestex-FL are 100 common shares, all of which are entitled to vote. This number of shares is not subject to change prior to the Effective Date.

5. Cancellation of Stock. Upon the Effective Date, each issued and outstanding common share of Prestex-NY will be cancelled upon surrender of all share certificates without any consideration being paid to the sole shareholder in respect thereof.

6. By-laws. On the Effective Date, the by-laws of Prestex-FL, as in effect immediately prior to the Effective Date, will be the by-laws of the surviving corporation.

7. Directors and Officers.

- (a) The persons who are directors of Prestex-FL immediately prior to the Effective Date will, on and after the Effective Date, continue as directors of the surviving corporation without change until their successors have been duly elected and qualified or until their earlier death, removal and resignation.
- (b) The persons who are officers of Prestex-FL immediately prior to the Effective Date will, on and after the Effective Date, continue as officers of the surviving corporation without change until their successors have been duly elected and qualified or until their earlier death, removal or resignation.

8. Termination. Anything in this Agreement or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the constituent corporations by an appropriate resolution of its Board of Directors at any time prior to the Effective Date.

