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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**TARGETTI POULSEN USA, INC.**

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Merger  
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ARTICLES OF MERGER  
OF  
LOUIS POULSEN LIGHTING INC.  
INTO  
TARGETTI POULSEN USA INC.

11-30-08

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to the provisions of Section 607.1105, Florida Statutes:

1. LOUIS POULSEN LIGHTING INC., a Florida corporation (hereinafter referred to as the "Merging Corporation"), shall be merged with and into TARGETTI POULSEN USA INC., a Florida corporation, which shall be the surviving corporation (hereinafter referred to as the "Surviving Corporation").

2. The Plan and Agreement of Mergers, attached hereto as Exhibit "A" and incorporated herein by reference, was adopted by the directors and the sole shareholder of the Merging Corporation, by written consent dated November 24, 2008, and by the directors and the sole shareholder of the Surviving Corporation, by written consent dated November 24, 2008.

3. The merger shall become effective on the later of November 30, 2008 or the date of filing of these Articles of Merger by the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of November 24, 2008.

LOUIS POULSEN LIGHTING INC., a  
Florida corporation

TARGETTI POULSEN USA INC., a  
Florida corporation

By: [Signature]  
Kent S. Pedersen, President

By: [Signature]  
Kent S. Pedersen, President

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## EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan") is made this 24 day of November, 2008, by and between LOUIS POULSEN LIGHTING INC., a Florida corporation (hereinafter referred to as the "Merging Corporation") and TARGETTI POULSEN USA INC., a Florida corporation (hereinafter referred to as "Targetti Poulsen", and together with the Merging Corporation sometimes hereinafter collectively referred to as the "Constituent Corporations").

## WITNESSETH:

WHEREAS, LOUIS POULSEN LIGHTING INC., was duly incorporated in the State of Florida and has authorized capital stock of Two Hundred Thousand (200,000) shares of common stock (all of which are entitled to vote), of which Two Hundred Thousand (200,000) shares of common voting stock are duly issued and outstanding; and

WHEREAS, TARGETTI POULSEN USA INC. was duly incorporated in the State of Florida and has authorized capital stock of One Million (1,000,000) shares of common stock (all of which are entitled to vote), of which One Thousand (1,000) shares of the common voting stock are duly issued and outstanding; and

WHEREAS, the respective Constituent Corporations deem it advisable and to their advantage, welfare and best interest to enter into this Plan, whereby pursuant to the provisions of the Florida Business Corporation Act, the Merging Corporation be merged with and into Targetti Poulsen (the "Merger") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code") in order to combine the assets and business of the Constituent Corporations and for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders, and (iv) to achieve a more efficient operation having greater resources in the conduct of their business; and

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WHEREAS, the Board of Directors of each of the Constituent Corporations have approved this Plan and the Merger contemplated herein.

NOW, THEREFORE, in consideration of the promises and of the mutual covenants contained herein, the Constituent Corporations hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. RECITALS. The recitals hereinabove are true and correct and are incorporated herein.
2. AGREEMENT TO MERGE. The Constituent Corporations hereby agree that upon the "Effective Date", as hereinafter defined, the Merging Corporation shall be merged with and into Targetti Poulsen, with Targetti Poulsen to be the surviving corporation in the Merger (the "Surviving Corporation").
3. NAME OF MERGER CORPORATION. The name of the Surviving Corporation shall continue to be Targetti Poulsen USA Inc.
4. ARTICLES OF INCORPORATION. The Articles of Incorporation of the Surviving Corporation upon the Effective Date shall be the Articles of Incorporation of Targetti Poulsen immediately prior to the Effective Date and shall continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.
5. BYLAWS. The Bylaws of the Surviving Corporation upon the Effective Date shall be the Bylaws of Targetti Poulsen immediately prior to the Effective Date and shall continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.
6. DIRECTORS AND OFFICERS. The initial directors and officers in office of the Surviving Corporation upon the Effective Date shall be the members of the Board of Directors and the officers of Targetti Poulsen in office immediately prior to the Effective Date, all of whom shall hold their directorships and offices until the election and qualification of their respective

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successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. MODE OF EFFECTING MERGER. The Merger shall be effected and the shares of the Merging Corporation shall be converted into shares of the Surviving Corporation as follows: Since all shares of the issued and outstanding capital stock of the Merging Corporation and Targetti Poulsen are presently owned by the same sole shareholder in the same percentage, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the shareholder after the Effective Date. Upon the Effective Date, the separate corporate existence of the Merging Corporation shall cease and Targetti Poulsen shall continue as the surviving corporation after the Merger. All shares of the Merging Corporation outstanding immediately prior to the Effective Date shall be cancelled without consideration. Each share of Targetti Poulsen outstanding immediately prior to the Effective Date shall remain outstanding after the Effective Date as a share of the Surviving Corporation.

8. SUBMISSION OF PLAN TO SHAREHOLDERS. The Plan herein made and adopted shall be submitted to the shareholders of the Merging Corporation and to the shareholders of Targetti Poulsen for their adoption or rejection of the Merger of the Merging Corporation with and into Targetti Poulsen in the manner prescribed by the provisions of the Florida Business Corporation Act of the State of Florida.

9. EXECUTION OF DOCUMENTS. Upon the effectiveness of the Merger, the Merging Corporation and Targetti Poulsen hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

10. EFFECTIVE DATE. This Merger shall become effective on the latter of November 30, 2008 or the date of filing of the Articles of Merger by the Florida Department of State (the "Effective Date").

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11. RIGHT TO ABANDON MERGER. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the Merger provided for herein prior to the Effective Date.

12. COUNTERPARTS; EFFECTIVENESS. This Plan may be executed in one or more counterparts, each of which shall be deemed an original, with the same effect as if the signatures thereto and hereto were upon the same copy of this Plan. Any facsimile or photocopy signature on this Plan shall be deemed to have the same force and effect as an original signature, and to the fullest extent permitted by applicable law, may be used in lieu of an original signature to evidence the execution and delivery of the document, certificate or instrument to which such facsimile or photocopy signature is attached.

[SIGNATURES FOLLOW THIS PAGE]

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IN WITNESS WHEREOF, Louis Poulsen Lighting Inc and Targetti Poulsen USA Inc. have caused this Plan to be executed and delivered by their respective officers thereunto duly authorized all as of the date and year first above written.

LOUIS POULSEN LIGHTING INC., a  
Florida corporation

By: 

Name: Kent S. Pedersen  
Its: President

TARGETTI POULSEN USA INC., a Florida  
corporation

By: 

Name: Kent S. Pedersen  
Its: President

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