



# MERRITT & TENNEY LLP

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July 31, 2008

## VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

In re: Merger – Stone Age Designs – Orlando, Inc. (a Florida corporation),  
Francois & Co. Florida, Inc. (a Florida corporation) and Atlanta Stone  
Craftsmen, Inc. (a Georgia corporation) into Francois & Company, Inc. (a  
Georgia corporation)

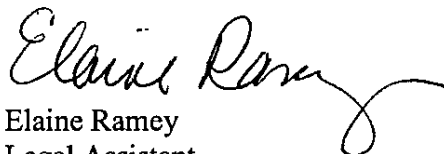
Dear Sir/Madam:

Enclosed for filing are an original and one conformed copy of the Articles of  
Merger of the above captioned companies and our firm's check in the amount of \$148.75 to  
cover the filing and certified copy fees.

If you have any questions, or if there are any problems with the filing of this  
document, please contact Elaine Ramey as soon as possible at (404) 502-6568.

Please forward the certified copy to us in the envelope provided.

Yours very truly,



Elaine Ramey  
Legal Assistant

Enclosures

cc: James F. Tenney, Esq.

**FILED**

**ARTICLES OF MERGER  
OF  
STONE AGE DESIGNS – ORLANDO, INC.,  
FRANCOIS & CO. FLORIDA, INC.,  
ATLANTA STONE CRAFTSMEN, INC.  
AND  
FRANCOIS & COMPANY, INC.**

2008 AUG -1 PM 2: 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.1108 of the Florida Business Corporation Act, and § 14-2-1105 of the Georgia Business Corporation Code, the above named companies ("Constituent Companies") do hereby adopt these Articles of Merger.

1. **Merging Companies:** The Constituent Companies that have agreed to merge into the Surviving Corporation are: Stone Age Designs – Orlando, Inc., a Florida corporation; Francois & Co. Florida, Inc., a Florida corporation; and Atlanta Stone Craftsmen, Inc., a Georgia corporation.

2. **Surviving Corporation:** The Surviving Corporation is FRANCOIS & COMPANY, INC., a Florida corporation, the principal place of business of which is 711 Orange Avenue, Suite C, Winter Park, Florida 32789.

3. An executed copy of the Plan and Agreement of Merger among the Constituent Companies dated July 31, 2008 is attached and is on file at the principal place of business of the Surviving Corporation, and a copy thereof will be furnished on request and without any cost to any member of the Constituent Companies.

4. The attached Plan and Agreement of Merger was approved on July 31, 2008 by the unanimous written consent of the respective board of directors and shareholders of Stone Age Designs – Orlando, Inc., Francois & Co. Florida, Inc., and Francois & Company, Inc. in accordance with the applicable provisions of Chapter 607, Florida Statutes.

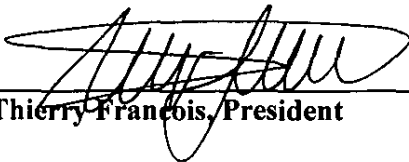
5. The attached Plan and Agreement of Merger was approved on July 31, 2008 by the unanimous written consent of the board of directors and shareholders of Atlanta Stone Craftsmen, Inc. in accordance with the applicable provisions of § 14-2-1103 of the Georgia Business Corporation Code.

6. The merger will become effective on the later of the date of the filing of these Articles of Merger with the Florida Department of State and the Georgia Secretary of State or August 1, 2008.

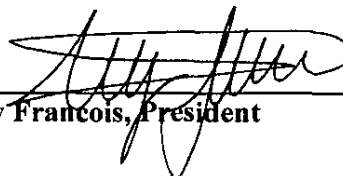
7. The Surviving Corporation appoints the Georgia Secretary of State as its agent for service of process in any action, suit, or proceeding to enforce obligations of Atlanta Stone Craftsmen, Inc. and the address to which a copy of the process to be mailed is 711 Orange Avenue, Suite C, Winter Park, Florida 32789.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of the constituent companies by their duly authorized members and officers on this 31<sup>st</sup> day of July, 2008.

**STONE AGE DESIGNS – ORLANDO, INC.**

By:   
Thierry Francois, President

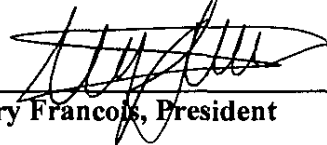
**FRANCOIS & CO. FLORIDA, INC.**

By:   
Thierry Francois, President

**ATLANTA STONE CRAFTSMEN, INC.**

By:   
Thierry Francois, President

**FRANCOIS & COMPANY, INC.**

By:   
Thierry Francois, President

## **PLAN AND AGREEMENT OF MERGER**

THIS PLAN OF MERGER (this Plan), dated as of the 31<sup>st</sup> day of July, 2008, is between and among FRANCOIS & COMPANY, INC., a Florida corporation ("Francois"), STONE AGE DESIGNS-ORLANDO, INC., a Florida corporation ("Stone Age"), FRANCOIS & CO. FLORIDA, INC., a Florida corporation ("Florida") and ATLANTA STONE CRAFTSMEN, INC., a Georgia corporation ("Georgia"). The Surviving Entity, Stone Age, Florida, and Georgia are sometimes referred to herein collectively as the "Parties" and individually as a "Party." Francois is sometimes referred to herein as the "Surviving Corporation". Stone Age, Florida, and Georgia are sometimes referred to herein collectively as the "Disappearing Entities".

### STATEMENT OF FACTS

The Parties deem it advisable and in the best interests of each of them and their respective shareholders/members that the Disappearing Entities shall be merged with and into Francois under the terms and conditions stated herein, such merger to be effected pursuant to the laws of the State of Florida and the laws of the State of Georgia (the "Merger").

### PLAN

NOW, THEREFORE, in consideration of the foregoing, the mutual covenants and agreements set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties do agree as follows:

1. Each of the Disappearing Entities shall merge with and into Francois, with Francois to be the Surviving Corporation. The separate existence of each of the Disappearing Entities shall cease as of the date of filing of the Certificate or Articles of Merger (the "Effective Date"), except insofar as it may be continued by applicable law or in order to carry out the purposes of this Plan and except as continued by the Surviving Corporation.
2. The Articles of Incorporation of Francois, in effect on the date hereof, shall continue in full force and effect as the charter document of the Surviving Corporation and the name of the Surviving Corporation shall be the same as the name of Francois until the same shall be altered, amended or repealed, as provided therein or in accordance with the laws of the State of Florida.
3. Upon the Effective Date and without further action by any person or entity, the equity interests of each of the Disappearing Entities shall not be converted in any manner, but all such interests shall be surrendered and extinguished. As the equity holder of Francois is the sole holder of all equity interests in each of the Disappearing Entities, no consideration of any type will be given for the Disappearing Entities' equity. The rights and obligations of the Surviving Corporation's shareholders shall be unchanged after the Effective Date from their status immediately prior to the Effective Date.
4. The bylaws of Francois, as they exist as of the date hereof, shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed, as provided therein or in accordance with the laws of the State of Florida.

5. The directors and officers of Francois, as they exist on the date hereof, shall continue in office until the next annual meetings of the shareholders or directors of Francois, respectively, or until their earlier resignation or removal.

6. Upon the Effective Date, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Parties; all debts due to either of the Parties, on whatever account, shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and every other interest of either Party shall be as effectively the property of the Surviving Corporation as they were of the respective Parties; the title to any real estate vested by deed or otherwise in either Party shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either Party shall be preserved unimpaired; all debts, liabilities and duties of the Parties shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Parties against all such debts, liabilities and duties and all claims and demands arising out of the Merger.

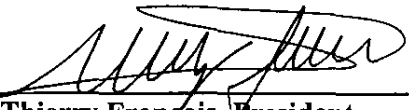
7. As and when requested by the Surviving Corporation or its successors or assigns, each of the Disappearing Entities will execute and deliver, or cause to be executed and delivered, all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable, in order to properly vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Parties acquired by the Surviving Corporation by reason of or as a result of the Merger or to carry out the intent and purposes hereof; and the officers and directors of each of the Disappearing Entities, and the officers and directors of the Surviving Corporation, are fully authorized in the name of each of the Disappearing Entities or otherwise to take any and all such action.

8. The directors and officers of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

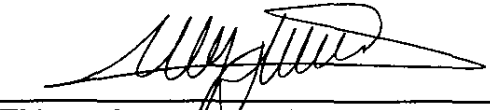
(The remainder of this page has been left blank intentionally. Signatures appear on the following page.)

. IN WITNESS WHEREOF, the Parties, pursuant to the approval and authority given by resolutions adopted by their respective Boards of Directors and shareholders, have caused this Plan to be executed as of the date first above written.

**STONE AGE DESIGNS – ORLANDO, INC.**

By:   
\_\_\_\_\_  
Thierry Francois, President

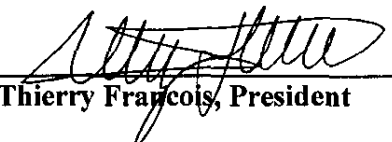
**FRANCOIS & CO. FLORIDA, INC.**

By:   
\_\_\_\_\_  
Thierry Francois, President

**ATLANTA STONE CRAFTSMEN, INC.**

By:   
\_\_\_\_\_  
Thierry Francois, President

**FRANCOIS & COMPANY, INC.**

By:   
\_\_\_\_\_  
Thierry Francois, President