

DEC. 29. 2006 12:20PM

C S C

3.871

P. 1

P93000085500

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.

((H06000303818 3)))



H060003038183ABC5

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

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

11/1/07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 DEC 29 PM 3:30

FILED

MERGER OR SHARE EXCHANGE

Surface Center, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Summit 29.56

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED

06 DEC 29 AM 8:00

DIVISION OF CORPORATIONS

AR
12/29/06

DEC. 29. 2006 12:21PM

C S C

EFFECTIVE DATE
11/1/07

NO. 871 P. 2

H06000303818 3

FILED

ARTICLES OF MERGER

2006 DEC 29 PM 3:30

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
SURFACE CENTER, INC.	Florida	P93000085500

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MAGEN'S STONE SHOP, INC.	Florida	P04000120167

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on January 1, 2007.

FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 27, 2006.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on December 27, 2006.

SEVENTH: SIGNATURES FOR EACH CORPORATION

SURFACE CENTER, INC., a Florida corporation

By: _____

TIMOTHY HOCH, Its President and Director

MAGEN'S STONE SHOP, INC., a Florida corporation

By: _____

TIMOTHY HOCH, Its President and Director

PLAN OF MERGER

This Plan of Merger dated this 27 day of December, 2006 is between Surface Center, Inc., a Florida corporation ("Surviving Corporation") and Magen's Stone Shop, Inc., a Florida corporation ("Merging Corporation"). This Plan of Merger is submitted in compliance with section 607,1101, Florida Statutes.

SECTION 1. MERGER

On the Effective Date, defined below, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging Corporation and the Surviving Corporation shall be a single corporation which shall be the Surviving Corporation. The title to all property and assets owned by the Merging Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation as of the Effective Date.

SECTION 2. PURPOSES OF THE MERGER

The Surviving Corporation and Merging Corporation desire to complete the merger for some of the following reasons: (i) to simplify the accounting of the corporations (eliminate the need for separate employment tax returns, wages, expense reporting, etc.), (ii) to eliminate separate managerial roles, (iii) to allow for the creation of an incentive pay program for employees (plan to create a daily score for profitability), (iv) to improve overall efficiency and reduce costs between the operations (i.e., train employees to install both Corian and Granite countertops under a single corporation, have employees install cabinets under a single corporation, etc.), (v) to offer benefits to all of the employees under a single plan and not discriminate between companies (health, retirement, disability, etc.), (vi) to enhance the ability of the Corporation to borrow money and refinance current loans (consolidated financial records will enhance the Surviving Corporation borrowing power), (vii) to simplify the potential audit process by offering one set of books, and (viii) to enhance the ease of administration of the corporations. Both the Surviving Corporation and Merging Corporation shall continue their current business operations under the Surviving Corporation.

SECTION 3. EFFECTIVE DATE AND ARTICLES OF MERGER

3.1 *Effective Date.* The Effective Date of the merger shall be January 1, 2007.

3.2 *Articles of Merger.* The Surviving Corporation and Merging Corporation shall cause the Articles of Merger to be filed with the Florida Secretary of State.

SECTION 4. PRESENT ORGANIZATION

On and before the Effective Date, Timothy Hoch ("Shareholder") owns all of the issued and outstanding shares of the Surviving Corporation and Merging Corporation.

H06000303818 3

SECTION 5. REORGANIZATION

Since Shareholder owns all of the issued and outstanding shares of stock in both Merging Corporation and Surviving Corporation, Surviving Corporation will not issue additional shares of its stock to the Shareholder to reflect this reorganization. On the Effective Date, shares of the Merging Corporation then issued and outstanding owned by the Shareholder shall be immediately canceled.

SECTION 6. APPROVAL BY SHAREHOLDERS AND DIRECTORS

Both the Board of Directors and the Shareholder of the Surviving Corporation and Merging Corporation approve this plan of reorganization.

SECTION 7. CORPORATE INCIDENTS

7.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following the reorganization.

7.2 Bylaws. The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following the reorganization.

7.3. Board of Directors and Officers. The Board of Directors of the Surviving Corporation following the merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The Officers of the Surviving Corporation following the merger shall consist of the persons who are the Officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified.

SECTION 8. TAX EFFECT

The Surviving Corporation, Merging Corporation and their respective shareholders intend that this reorganization qualify as an acquisitive tax-free reorganization within the meaning of IRC § 368(a)(1)(D).

SECTION 9. REPRESENTATIONS AND WARRANTIES

9.1 Representations and Warranties of the Surviving Corporation. The Surviving Corporation is a corporation duly organized and existing in good standing under the laws of the State of Florida, has the corporate power to own its properties and to carry on its business as now conducted, and is qualified to do business in no other jurisdiction.

H06000303818 3

9.2 *Representations and Warranties of the Merging Corporation.* The Merging Corporation is a corporation duly organized and existing in good standing under the laws of the State of Florida, has the corporate power to own its properties and to carry on its business as now conducted, and is qualified to do business in no other jurisdiction.

The parties hereto have executed this Plan of Reorganization as of the day and year first above written.

MERGING CORPORATION:

Magen's Stone Shop, Inc., a Florida corporation

By: 
TIMOTHY HOCH, Its President

SURVIVING CORPORATION:

Surface Center, Inc., a Florida corporation

By: 
TIMOTHY HOCH, Its Director