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RICHARD D SABA, ESQ.

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FLORIDA DIVISION OF CORPORATIONS
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((H97000021451 4))

TO: DIVISION OF CORPORATIONS
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FROM: RICHARD D. SABA
070540000565

ACCT#:

CONTACT: RICHARD D SABA
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(941)954-0361

FAX #:

NAME: DESIGNER MARBLE & GRANITE, INC.

AUDIT NUMBER.....H97000021451

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

DESIGNER HARDWARE, INC., a Florida corporation (Document #K64252)

INTO

DESIGNER MARBLE & GRANITE, INC., a Florida corporation, P94000049001

File date: December 31, 1997

Corporate Specialist: Louise Flemming-Jackson

Account number: 070540000565

Account charged: 50.00

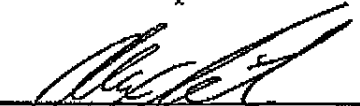
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER


DESIGNER MARBLE & GRANITE, INC., a Florida corporation, and DESIGNER HARDWARE, INC., a Florida corporation, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. The Plan of Merger is attached hereto and made a part hereof as Exhibit "A".
2. The effective date of the merger is upon the filing hereof by the Florida Department of State.
3. DESIGNER MARBLE & GRANITE, INC., a Florida corporation, adopted the Plan of Merger on December 30, 1997 by a vote of its shareholders and its Board of Directors.
4. DESIGNER HARDWARE, INC., a Florida corporation, adopted the Plan of Merger on December 30, 1997 by a vote of its shareholders and its Board of Directors.

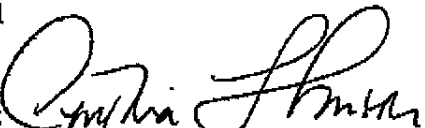
DESIGNER MARBLE & GRANITE,
INC., a Florida corporation

By: 
Alexander G. Smith
Its President and Secretary

DESIGNER HARDWARE, INC.,
a Florida corporation

By: 
Alexander G. Smith
Its President

and

By: 
Cynthia L. Smith
Its Secretary

Prepared by:
Richard D. Saba, Esquire
2033 Main Street, Suite 303
Sarasota, Florida 34237
Florida Bar No. 175810

Audit #H97000021451

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 30th day of December, 1997 by ALEXANDER G. SMITH, as President and Secretary of DESIGNER MARBLE & GRANITE, INC., a Florida corporation, who is ☒ personally known to me or ☐ furnished _____ as identification.

Mary Ann Lozeau
Notary Public

My commission expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 30th day of December, 1997 by ALEXANDER G. SMITH and CYNTHIA L. SMITH, as President and Secretary, respectively, of DESIGNER HARDWARE, INC., a Florida corporation, who are ☒ personally known to me or ☐ furnished _____ as identification.

Mary Ann Lozeau
Notary Public

My commission expires:



PLAN OF MERGER

DESIGNER MARBLE & GRANITE, INC., a Florida corporation, and DESIGNER HARDWARE, INC., a Florida corporation, hereby adopt the following Plan of Merger pursuant to §607.1101, Florida Statutes 1995.

1. Names. The name of each corporation planning to merge is: DESIGNER MARBLE & GRANITE, INC., a Florida corporation, and DESIGNER HARDWARE, INC., a Florida corporation.

2. Surviving Corporation. The name of the surviving corporation is: DESIGNER MARBLE & GRANITE, INC., a Florida corporation.

3. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

4. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the One Dollar (\$1.00) par value common stock of DESIGNER HARDWARE, INC., a Florida corporation, issued and outstanding on the effective date of the merger shall be converted into one share of the One Dollar (\$1.00) par value common stock of

Audit #H97000021451

DESIGNER MARBLE & GRANITE, INC., a Florida corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall make cash payments to the holders otherwise entitled to fractional share interests equal to the value of such fraction, based on the market value of such fraction.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his or her shares in the surviving corporation.

Audit #H97000021451

5. Changes to Articles of Incorporation. The articles of incorporation of the surviving corporation, DESIGNER MARBLE & GRANITE, INC., a Florida corporation, shall continue to be its articles of incorporation following the effective date of the merger.

6. Changes to Bylaws. The bylaws of the surviving corporation, DESIGNER MARBLE & GRANITE, INC., a Florida corporation, shall continue to be its bylaws following the effective date of the merger.

7. Directors and Officers. The directors and officers of the surviving corporation, DESIGNER MARBLE & GRANITE, INC., a Florida corporation, on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

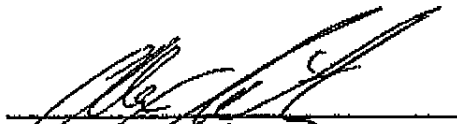
8. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business and shall take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

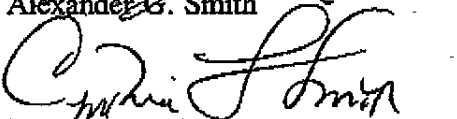
9. Approval by Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporation in the manner provided by applicable laws of the State of Florida at meetings to be held on or before December 30, 1997, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

10. Effective Date of Merger. The effective date of this merger shall be the date when the Articles of Merger are filed by the Florida Department of State.

Audit #H97000021451

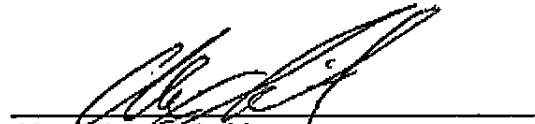
11. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

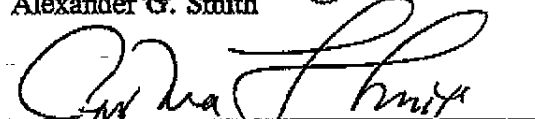


Alexander G. Smith

Cynthia L. Smith

As the Board of Directors of
DESIGNER MARBLE & GRANITE,
INC., a Florida corporation



Alexander G. Smith

Cynthia L. Smith

As the Board of Directors of
DESIGNER HARDWARE, INC.,
a Florida corporation