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CONTACT: JUDITH E COVEY
PHONE: (813)229-2111

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: RTG FURNITURE CORP. OF GEORGIA

AUDIT NUMBER.....H97000021168

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Merger

See
12/31

ARTICLES OF MERGER
Merger Sheet

MERGING:

ROOMS TO GO GEORGIA CORP., a Florida corporation, P94000081813

ROOMS TO GO ATLANTA CORP., a Florida corporation, P94000091644

ROOMS TO GO SOUTH CAROLINA CORP., a Florida corporation,
P94000081810

INTO

RTG FURNITURE CORP. OF GEORGIA, a Florida corporation, P94000091121

File date: December 31, 1997

Corporate Specialist: Teresa Brown

H97000021168

ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida Business Corporation Act, ROOMS TO GO GEORGIA CORP. ("RTG Georgia"), ROOMS TO GO ATLANTA CORP. ("RTG Atlanta"), ROOMS TO GO SOUTH CAROLINA CORP. ("RTG South Carolina") and RTG FURNITURE CORP. OF GEORGIA ("Survivor") adopt the following Articles of Merger for the purpose of merging RTG Georgia, RTG Atlanta and RTG South Carolina into the Survivor, the latter of which is to survive the merger.

ARTICLE I

The Plan of Merger is attached as Exhibit "A."

ARTICLE II

Effective time and date of the merger shall be 11:59 p.m. (Tampa, Florida time) December 31, 1997.

ARTICLE III

RTG Georgia, RTG Atlanta and RTG South Carolina, each, adopted the Plan of Merger effective as of December 31, 1997 by unanimous vote of the Board of Directors and sole Shareholder at a joint meeting of the Board of Directors and sole Shareholder on December 29, 1997, respectively, pursuant to Sections 607.0820, 607.0702 and 607.1103 of the Florida Business Corporation Act. The Survivor adopted the Plan of Merger effective as of December 31, 1997 by unanimous vote of the Board of Directors and sole Shareholder at a joint meeting of the Board of Directors and sole Shareholder on December 29, 1997, pursuant to Sections 607.0820, 607.0702 and 607.1103 of the Florida Business Corporation Act. All issued and outstanding shares of all classes of capital stock of the corporations are owned by Jeffrey Seaman. Each corporation has issued and outstanding only one class of common stock; no other class of stock was or is issued and outstanding. As sole shareholder of each of the corporations, Jeffrey Seaman voted all of his shares of each corporation for said Plan of Merger and no shares were voted against, constituting a sufficient number of votes of each of the corporations to approve the merger as to each of the corporations.

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Prepared by: Andrew L. McIntosh
Florida Bar No. 0881041
c/o Rudnick & Wolfe
101 East Kennedy Boulevard, Suite 2000
Tampa, Florida 33602
(813) 229-2111

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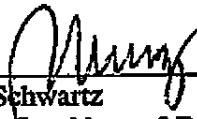
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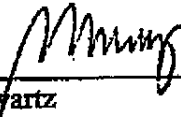
IN WITNESS WHEREOF, the undersigned have executed this document as of this 31st day of December, 1997.




Larry Schwartz
as Vice President of Rooms To Go Georgia Corp.



Larry Schwartz
as Vice President of Rooms To Go Atlanta Corp.



Larry Schwartz
as Vice President of Rooms To Go South Carolina Corp.



Larry Schwartz
as Vice President of RTG Furniture Corp. of Georgia

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EXHIBIT A

PLAN OF MERGER

ROOMS TO GO GEORGIA CORP., a Florida corporation ("RTG Georgia"), **ROOMS TO GO ATLANTA CORP.**, a Florida corporation ("RTG Atlanta"), **ROOMS TO GO SOUTH CAROLINA CORP.**, a Florida corporation ("RTG South Carolina"), and **RTG FURNITURE CORP. OF GEORGIA**, a Florida corporation (the "Survivor"), hereby adopt the following plan of merger pursuant to Section 607.1101 of the Florida Business Corporation Act.

a) The names of each corporation planning to merge are:

- (i) Rooms To Go Georgia Corp.
- (ii) Rooms To Go Atlanta Corp.
- (iii) Rooms To Go South Carolina Corp.
- (iv) RTG Furniture Corp. of Georgia

b) The name of the surviving corporation is:

RTG Furniture Corp. of Georgia

c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of RTG Georgia, RTG Atlanta and RTG South Carolina shall cease and the Survivor shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of each of RTG Georgia, RTG Atlanta and RTG South Carolina without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all obligations of each of RTG Georgia, RTG Atlanta and RTG South Carolina and neither the rights of the creditors nor any liens on the property of RTG Georgia, RTG Atlanta or RTG South Carolina shall be impaired by the merger.

d) The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the merger:

- (i) Each share of the Survivor's stock that is outstanding immediately prior to the effectiveness of the merger shall be unchanged upon the effectiveness of the merger, and

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- (ii) Each share of stock of each of RTG Georgia, RTG Atlanta and RTG South Carolina that is outstanding immediately prior to the effectiveness of the merger shall be surrendered and cancelled upon the effectiveness of the merger.
- e) The assets of each of RTG Georgia, RTG Atlanta and RTG South Carolina shall be reported in the accounts of the Survivor at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of RTG Georgia, RTG Atlanta and RTG South Carolina and the Survivor shall be, respectively, the stated capital, capital surplus, and earned surplus of the Survivor.
- f) Effective time and date of the merger shall be 11:59 p.m. (Tampa, Florida time), December 31, 1997.