

P95000037514

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A PROFESSIONAL CORPORATION

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PLEASE REPLY TO:
MAPLEWOOD OFFICE

January 29, 1999

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*NJ & DC BARS

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Florida Department of State
Division of Corporations
Amendments Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: SanGiorgio Furniture Industries, Inc.

Dear Sir/Madam:

Enclosed for filing are Articles of Merger of SanGiorgio Furniture Industries, Inc., a Delaware corporation, into Sangiorgio Collection Corp., a Florida corporation. Also enclosed is our check in the amount of \$70.00 representing your filing fee.

After filing the enclosed Articles of Merger, please return the enclosed copy marked "filed" to this office via Federal Express (airbill enclosed).

Very truly yours,

Robert S. Marcus
Robert S. Marcus

RSM/pdz
Enclosures
VIA FEDERAL EXPRESS

99 FEB -1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

TUE FEB 8 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

SANGIORGIO FURNITURE INDUSTRIES, INC., a Delaware corporation not
authorized to transact business in Florida.

INTO

SANGIORGIO COLLECTION CORP., a Florida corporation, P95000037514.

File date: February 1, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
of
SAN GIORGIO FURNITURE INDUSTRIES, INC., a Delaware Corporation,
into
SANGIORGIO COLLECTION CORP., a Florida Corporation

FILED
FEB -1 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Corporations, of the laws of the State of Florida, SAN GIORGIO FURNITURE INDUSTRIES, INC., a Delaware Corporation, and SANGIORGIO COLLECTION CORP., a Florida Corporation, hereby execute the following Articles of Merger:

FIRST: Plan of Merger. The parties hereto agree that Sangiorgio Collection Corp., a Florida Corporation, shall be the Surviving Corporation and shall continue to exist as a domestic corporation under the laws of the State of Florida and that SanGiorgio Furniture Industries, Inc., a Delaware Corporation, the Merged Corporation, shall cease to exist as a separate corporation.

The class and number of outstanding shares of the Surviving Corporation and the Merged Corporation entitled to vote on the merger are as follows:

	<u>Class</u>	<u>Number of Shares</u>
Sangiorgio Collection Corp.	Common	10,000
SanGiorgio Furniture Industries, Inc.	Common	925

The number of Directors constituting the Board of Directors of the Surviving Corporation shall be one (1) and the name and address of the Director, who shall hold office until his successor or successors shall be chosen is:

Carlo Bargagli
2200 South Ocean Lane - Unit 2905
Fort Lauderdale, Florida 33316

The Officers of the Surviving Corporation shall be as follows:

Carlo Bargagli	President and Treasurer
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Beatriz Vered	Secretary
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All of the outstanding shares of the Surviving Corporation and the Merged Corporation are owned by the same person. The number of authorized shares of the Surviving Corporation is and shall remain at Ten Thousand (10,000) shares of Common Stock with \$.01 per share par value. Upon the effective date of the merger, the Ten Thousand (10,000) issued and outstanding common shares of the Surviving Corporation shall remain issued and outstanding shares and the Nine Hundred Twenty-Five (925) issued and outstanding common shares of the Merged Corporation shall be canceled.

The Certificate of Incorporation of the Surviving Corporation shall continue to be the Certificate of Incorporation of the Surviving Corporation. The corporate name and organization of the Merged Corporation, except as is necessary to carry out the purposes of this Agreement and Plan of Merger, shall cease upon the filing of the Articles of Merger and the Certificate of Merger of the Merged Corporation into the Surviving Corporation in the required governmental offices. The By-Laws of the Surviving Corporation shall continue to be the By-Laws of the Surviving Corporation until changed or amended.

Upon the consummation of the merger provided for herein, all of the rights, privileges, powers and franchises of each of the Surviving Corporation and the Merged Corporation, shall

be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest of the Surviving Corporation and the Merged Corporation shall hereafter be the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation, prior to the merger, and the title to any and all real estate, whether by deed or otherwise vested in the Surviving Corporation and the Merged Corporation, shall not revert or be in any way impaired by reason of the merger; provided that all rights of creditors and all liens upon the property of the Surviving Corporation and the Merged Corporation, including federal, state and local tax liabilities, shall forthwith attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, it being expressly provided that the merger of the Surviving Corporation and the Merged Corporation, shall not in any manner impair the rights of any creditor or creditors of either of the Surviving Corporation or the Merged Corporation. If at any time the Surviving Corporation shall deem or be advised that any further assignments, assurances or other documents are necessary or desirable to vest in the Surviving Corporation the title to any property of the Merged Corporation, the officers of the Merged Corporation shall execute all such assignments, assurances and documents, and do all things necessary or proper to vest title to such property in the Surviving Corporation and otherwise to carry out the purpose of this Agreement and Plan of Merger. All expenses of the merger shall be paid by the Surviving Corporation.

SECOND. The Plan of Merger was approved by the sole Director and sole Shareholder of Sangiorgio Collection Corp. on December 28, 1998. All 10,000 issued and outstanding common shares of the corporation were voted in favor of the Plan of Merger.

THIRD: The Plan of Merger was approved by the sole Director and sole Shareholder of SanGiorgio Furniture Industries, Inc. on December 28, 1998. All 925 issued and outstanding common shares of the corporation were voted in favor of the Plan of Merger.

SANGIORGIO COLLECTION CORP.

By: _____

Carlo Bargagli, President

SAN GIORGIO FURNITURE INDUSTRIES, INC.

By: _____

Carlo Bargagli, President