

P96000055414

CF CORPORATION

CORPORATION(S) NAME

New Pavilion, Inc.

Merging Into: Pavilion Furniture, Inc.

02 MAR 15 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATION

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3/15/02

Order#: 5199277

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

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-03/18/02--01001--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

C. Coufflette MAR 18 2002



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

*Att: Betty*

*JCA  
to Betty*

*2/18/02*

March 18, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: PAVILION FURNITURE, INC.  
Ref. Number: P96000055414

RECEIVED  
02 MAR 18 PM 3:21  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

We have received your document for PAVILION FURNITURE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Where is the Plan of Merger as referenced on page one of your document, last paragraph?

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 602A00016102

*My apologies.  
All fixed  
Please refile  
and back date  
accordingly!  
Truder  
Ashley M.  
CT  
3/18/02*

ARTICLES OF MERGER  
Merger Sheet

MERGING:

NEW PAVILION, INC., a Florida corporation, P01000120004

INTO

**PAVILION FURNITURE, INC.**, a Florida entity, P96000055414.

File date: March 15, 2002

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**

**OF**

**NEW PAVILION INC.  
a Florida corporation**

**AND**

**PAVILION FURNITURE, INC.  
a Florida corporation**

**FILED**  
**02 MAR 15 PM 3:49**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to section 607.1109 of the Florida Business Corporation Act (the "FBCA"), New Pavilion, Inc., a Florida Corporation (the "Merging Corporation"), and Pavilion Furniture, Inc., a Florida corporation (the "Surviving Company") adopted on the 31 day of December, 2001, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA, and hereby certify as follows:

**FIRST:** That the name, street address of its principal office, jurisdiction and entity type of the Merging Corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
New Pavilion, Inc. 16200 N.W. 49 <sup>th</sup> Avenue Miami, FL 33014	Florida	Corporation

Florida Document/  
Registration Number: P01000120004

**SECOND:** That the name, street address of its principal office, jurisdiction and entity type of the Surviving Company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pavilion Furniture, Inc. 16200 N.W. 49 <sup>th</sup> Avenue Miami, FL 33014	Florida	Corporation

Florida Document/  
Registration Number: P96000055414

**THIRD:** The Plan and Agreement of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section

607.1108 of the FBCA, providing for the merger of the Merging Corporation with and into the Surviving Company, was approved by each domestic entity in accordance with the Chapter 607 of the FBCA.

**FOURTH:** Pursuant to Sections 607.1103, the Plan of Merger was adopted by the Joint Resolutions of the Shareholders and the Board of Directors of the Merging Corporation and the Shareholders and the Board of Directors of the Surviving Company on December 19, 2001.

**FIFTH:** The merger is permitted under the laws of the State of Florida, and is not prohibited by the Articles of Incorporation or By-laws of the Merging Corporation or the Surviving Company.

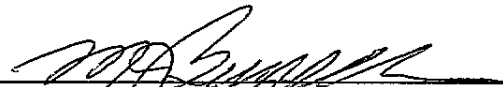
**SIXTH:** The merger shall become effective upon the filing of these articles with the Secretary of State of Florida.

**IN WITNESS WHEREOF,** the undersigned have caused these Articles of Merger to be duly executed this 31 day of December 2001.

**New Pavilion, Inc.**

By:   
Michael Buzzella, President

**Pavilion Furniture, Inc.**

By:   
Michael Buzzella, President

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between **New Pavilion, Inc.**, a Florida corporation (the "Merging Corporation"), and **Pavilion Furniture, Inc.**, a Florida corporation (the "Corporation"), for the purpose of merging the Merging Corporation with and into the Corporation (the "Merger").

NOW, THEREFORE, Merging Corporation and the Corporation hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and upon the terms and subject to the conditions herein.

1. Merger. At the Effective Date (as defined herein) of the Merger, Merging Corporation shall be merged with and into Corporation, Corporation shall be the surviving Corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and the separate corporate existence of Merging Corporation shall cease. The Merger shall become effective on the filing of the articles of merger with the Department of State of the State of Florida (the "Effective Date") in accordance with the provisions of the FBCA. The Merger was approved by the Corporation and the Merging Corporation in accordance with Chapter 607, Florida Statutes. All shareholders of Merging Corporation and all shareholders of Corporation have consented to the Merger.

2. Governing Documents.

a. The Articles of Incorporation of the Corporation (the "Articles"), as in effect immediately prior to the Effective Date shall constitute the Articles of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

b. The Bylaws of the Corporation as in effect immediately prior to the Effective Date shall constitute the Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers and Managers. The persons who are officers and managers of the Corporation immediately prior to the Effective Date shall continue to be officers and managers of the Surviving Corporation.

4. Name. The name of the Surviving Corporation shall be **Pavilion Furniture, Inc.**

5. Addresses. The address of Merging Corporation is 16200 N.W 49<sup>th</sup> Avenue, Miami, FL 33014. The address of the Corporation is and shall be maintained at 16200 N.W 49<sup>th</sup> Avenue, Miami, FL 33014.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Corporation shall continue to be 16200 N.W 49<sup>th</sup> Avenue, Miami, FL 33014 and the name of the Registered Agent of the Corporation at such office shall be Ted Klein. The Registered Agent shall keep and maintain at such address the records of the Corporation required to be kept and maintained at such address by the FBCA.

7. Succession. At the Effective Date, the separate corporate existence of Merging Corporation shall cease, and the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of Merging Corporation, and all property, real, personal and mixed, and all debts due to Merging Corporation on whatever account and all other things in action, shall be vested in the Surviving Corporation.

8. Conversion of Shares; Capitalization of Surviving Corporation; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

a. The 100 shares of common stock, \$.01 par value per share, of Merging Corporation outstanding immediately prior to the Effective Date shall be converted into 10,000 shares of the Surviving Corporation. No other shares of stock of Merging Corporation are outstanding at the time of the Merger.

b. The total number of shares the Corporation is authorized to issue is 20,000 shares of common stock, of which 10,000 shares shall be issued and outstanding.

c. Pursuant to Sections 607.1301 through 607.1320 of the FBCA, there are no dissenting shareholders of Merging Corporation or dissenting shareholders of Surviving Corporation because all of the shareholders of Merging Corporation and all of the shareholders of Surviving Corporation have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Board of Directors of Corporation. The Corporation is managed by a Board of Directors. The name and address of each manager of the Board of Directors of the Corporation is as follows:

Michael Buzzella  
Address: 11020 NW 49 Ave  
MIAMI, FL 33014

Joseph Buzella  
Address: SAME

11. Further Assurances. If at any time Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Corporation the title to any property or rights of Merging Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of Merging Corporation, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and

proper to vest, perfect or confirm title to such property or rights in Surviving Corporation and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval of the Shareholders and the Board of Directors and of the Shareholders and the Board of Directors. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and by the Board of Directors of Merging Corporation and by all of the members and by the Board of Directors of Surviving Corporation.

14. Costs. All costs in connection with this Plan and Agreement will be paid by Surviving Corporation.

15. Procedure. Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

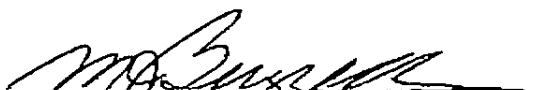
17. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representatives on December 31, 2001.

New Pavilion, Inc.,  
a Florida corporation

By:   
Michael Buzzella, President

Pavilion Furniture, Inc.,  
a Florida corporation

By:   
Michael Buzzella, President