

Florida Department of State
Division of Corporations
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To: Division of Corporations
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MERGER OR SHARE EXCHANGE
TILE-IT INDUSTRIES, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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S. TALLENT
JAN 05 2018

merger

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Help

Honor original date 12-27-17

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January 2, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TILE-IT INDUSTRIES, INC.
1806 MASON AVE
DAYTONA BEACH, FL 32117

SUBJECT: TILE-IT INDUSTRIES, INC.
REF: L71874

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

ARTICLES OF MERGER BETWEEN TWO OR MORE DOMESTIC PROFIT CORPORATIONS ARE FILED PURSUANT TO SECTION 607.1105, FLORIDA STATUTES.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

FAX Aud. #: B17000338207
Letter Number: 418A00000009

18 JAN -5 AM 10:52

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tile-It Industries, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Justin Maroldi

Contact Person

Firm/Company

360 North Crescent Drive, South Building

Address

Beverly Hills, CA 90210

City/State and Zip Code

jmaroldi@platinumequity.com ✓

E-mail address (to be used for future annual report notification)

For further information concerning this matter, please call:

Justin Maroldi

Name of Contact Person

At (310) 228-9712

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|--------------------------------|---------------------|--|
| Durostone Solid Surfaces, Inc. | Florida | P96000076172 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-------------------------|---------------------|--|
| Tile-It Industries, Inc | Florida | L71874 |
| | | |
| | | |
| | | |
| | | |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2017 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/29/2017

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/29/2017

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
 17 DEC 27 PM 4:20
 FLORIDA DEPARTMENT OF STATE
 1000 PENNSYLVANIA AVENUE
 SUITE 100
 TALLAHASSEE, FL 32301

Mary Ann Sigler - Vice President and Treasurer

EXHIBIT A
PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1105, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

| | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------------------|---------------------|------------------------|
| Tile-It Industries, Inc. | Florida | 171874 |

Second: The name and jurisdiction of each merging corporation:

| | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------------------------|---------------------|------------------------|
| Durostone Solid Surfaces, Inc. | Florida | P96000076172 |

Third: The terms and conditions of the merger are as follows:

(a) As a result of the merger, and at the Effective Date of the merger, the separate corporate existence of the merging corporation will cease and the surviving corporation will continue to survive the merger as the surviving corporation. As a result of the merger, the surviving corporation will succeed to and assume, by operation of law, all the rights and obligations of the merging corporation.

(b) At the Effective Date (as later defined herein) of the merger, the effect of the merger shall be as provided in the applicable provisions of Florida Business Corporation Act ("Florida Law"), including without limitation the provisions of Section 607.1106 of Florida Law, which are incorporated herein by reference.

(c) From and after the Effective Date, and until thereafter amended as provided by law, the Articles of Incorporation and Bylaws of the surviving corporation as in effect immediately prior to the Effective Date shall be the Articles of Incorporation and Bylaws of the surviving corporation.

(d) Articles of merger evidencing the merger shall be filed in the Office of the Secretary of State of the State of Florida pursuant to the applicable requirements of Florida Law prior to the time that the merger will become effective. The merger shall become effective on the 31st day of December, 2017 (the "Effective Date").

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) At the Effective Date, all of the merging corporation's outstanding shares of common stock immediately prior to the Effective Date shall, by virtue of the merger, be cancelled and retired, without any payment being made in respect thereof or any exchange being made thereof.
