

# KOCHMAN & BRAUN PLC

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Ronald S. Kochman  
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Keith B. Braun  
Also admitted in Michigan

P97000027347

September 27, 2000

## VIA FEDERAL EXPRESS

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Paula Greenberg Interiors, Inc. and  
Paula Greenberg and Associates, Inc.

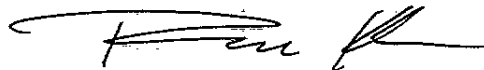
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-\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed for filing are the Articles of Merger with respect to the above-captioned corporations and a check in the amount of \$78.75 for the filing fee and a certified copy. Please return the certified copy of the Articles to me after filing in the enclosed envelope.

If you have any questions, please call me.

Sincerely yours,



Ronald S. Kochman

RSK:ac  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 28 PM 2:22

EFFECTIVE DATE  
9-30-2000

Merger  
LFT 10-5-2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PAULA GREENBERG & ASSOCIATES, INC., a Florida corporation (Document  
#H14436)

INTO

**PAULA GREENBERG INTERIORS, INC.**, a Florida entity, P97000027347

File date: September 28, 2000, effective September 30, 2000

Corporate Specialist: Louise Flemming-Jackson



**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Paula Greenberg  
Interiors, Inc.

*Paula G. Owens*  
*Paula G. Owens*

Paula G. Owens, President/Sole Director

Paula Greenberg &  
Associates, Inc.

Paula G. Owens, President/Sole Director

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Paula Greenberg Interiors, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Paula Greenberg &amp; Associates, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The terms and conditions of the merger are as follows:  
SEE ATTACHED.

**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:

Each shareholder of the merging corporation will receive one share of the surviving corporation for each share of the merging corporation.

*(Attach additional sheets if necessary)*

### **ATTACHMENT TO ARTICLE THIRD**

a) Until altered, amended or repealed, as therein provided, the Bylaws of Paula Greenberg Interiors, Inc., as in effect at the time the merger, shall be the Bylaws of the surviving corporation.

b) The first annual meeting of the shareholders of the surviving corporation held after the effective date of the merger shall be the next annual meeting provided by the Bylaws of Paula Greenberg Interiors, Inc.

c) All persons who, at the date when the merger shall become effective, shall be the executive or administrative officers of Paula Greenberg Interiors, Inc., shall be and remain in the respective offices of the surviving corporation until the board of directors of the surviving corporation shall elect their respective successors.

d) Upon the merger becoming effective, the separate existence of Paula Greenberg & Associates, Inc. shall cease and said corporation shall be merged into the surviving corporation, and the surviving corporation shall possess all the rights, privileges, powers, and franchises and all property, real, personal and mixed, and all debts due to each said corporation on whatever account, or belonging to each said corporation, shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises, and each and every other interest shall be thereafter effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities, and duties of Paula Greenberg & Associates, Inc. shall thenceforth attach to the said 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.

e) If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest the title to any property or rights of Paula Greenberg & Associates, Inc. in the surviving corporation, according to the terms thereof, the proper officers and directors of Paula Greenberg Interiors, Inc. at the effective date of the merger shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan of Merger.

f) The constituent corporations intend that the merger constitute a tax-free reorganization within the meaning of section 368(a)(1)(A) of the Internal Revenue Code.