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P970000058572

CT CORPORATION SYSTEM

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City

State

Zip

Phone

CORPORATION(S) NAME

SECRET STATE TALLAHASSEE, FLORIDA

97 JUL -9 PM 2:21

FILED

100002243691--8
-07/22/97--01035--021
*****70.00 *****70.00

Family Frames, Inc. *Merger & Name Change*
merging into

100002243691--8
-07/22/97--01035--022
*****52.50 *****52.50

Family Frames Acquisition Corp.

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- NonProfit
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- Foreign
- Limited Partnership
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DEPARTMENT OF CORPORATION

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P97000058572

ARTICLES OF MERGER
Merger Sheet

MERGING:

FAMILY FRAMES, INC., a Florida corporation M35204

INTO

FAMILY FRAMES ACQUISITION CORP. which changed its name to
FAMILY FRAMES, INC., a Florida corporation, P97000058572

File date: July 9, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER OF
FAMILY FRAMES, INC.,
a Florida Corporation
INTO
FAMILY FRAMES ACQUISITION CORP.
a Florida Corporation**

97 JUL -9 PM 2:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, duly authorized officers of Family Frames, Inc., a corporation organized under the laws of the State of Florida, and Family Frames Acquisition Corp., a corporation organized under the laws of the State of Florida, are the parties to the merger of Family Frames, Inc., with and into Family Frames Acquisition Corp. (the "Merger"), pursuant to Section 607.224 of the Florida General Corporation Act, and hereby execute the following Articles of Merger:

A.

Names of Corporations

The names of the corporations which are parties to the Merger are Family Frames, Inc., a corporation organized under the laws of the State of Florida ("Family Frames"), and Family Frames Acquisition Corp., a corporation organized under the laws of the State of Florida ("Acquisition Corp."). Acquisition Corp. shall be the surviving corporation of the Merger.

B.

Plan of Merger and Changes to the Articles of Incorporation of the Survivor

The Merger shall be effected in accordance with the provisions of the Plan of Merger attached hereto as Exhibit "A" and by this reference incorporated herein ("Plan of Merger"). In connection therewith, Article 1 of the Articles of Incorporation of Acquisition Corp., the surviving corporation, shall be and hereby is amended as follows:

"The name of the Corporation is Family Frames, Inc."

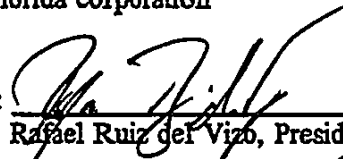
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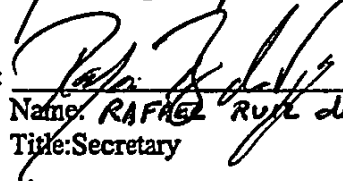
Adoption of Plan of Merger

1. The Plan of Merger was adopted by the shareholders of Family Frames on July 7, 1997.
2. The Plan of Merger was adopted by the shareholders of Acquisition Corp. on July 7, 1997.
3. The Plan of Merger attached hereto as Exhibit A sets forth the manner in which the exchange or classification or cancellation of issued shares shall be effected.

In WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed by its duly authorized officers as of the 8th day of July, 1997.

FAMILY FRAMES, INC.,
a Florida corporation

By: 
Name: RAFAEL Ruiz del Vizo
Title: President

By: 
Name: RAFAEL Ruiz del Vizo
Title: Secretary

FAMILY FRAMES ACQUISITION CORP.,
a Florida corporation

By: 
Name: Ernest C. Jett
Title: Vice President

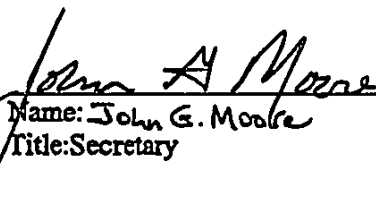
By: 
Name: John G. Moore
Title: Secretary

EXHIBIT A

**PLAN OF MERGER
of
FAMILY FRAMES, INC.,
a Florida Corporation
and
FAMILY FRAMES ACQUISITION CORP.,
a Florida Corporation**

This Plan of Merger is made and entered into as of this 8th day of July, 1997 (hereinafter referred to as the "Plan of Merger"), by and between Family Frames, Inc., a Florida corporation (hereinafter sometimes referred to as "Family Frames") and Family Frames Acquisition Corp., a Florida corporation (hereinafter sometimes referred to as "Acquisition Corp.") (said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations"):

**ARTICLE ONE
NAMES OF MERGING CORPORATIONS**

The names of the corporations proposed to be merged are Family Frames, Inc., a corporation organized under the laws of the State of Florida, and Family Frames Acquisition Corp., a corporation organized under the laws of the State of Florida. The name of the corporation whose shares of common stock will be issued in connection with the Merger is Leggett & Platt, Incorporated, a corporation organized under the laws of the State of Missouri ("L&P") and the sole Shareholder of Acquisition Corp.

**ARTICLE TWO
SURVIVING CORPORATION**

Family Frames shall merge with and into Acquisition Corp., and Acquisition Corp. shall be the surviving corporation of the Merger (sometimes hereinafter referred to as the "Surviving Corporation"), and the corporate existence of Family Frames shall cease.

**ARTICLE THREE
ABANDONMENT**

Notwithstanding any other provisions of this Plan of Merger, this Plan of Merger may be abandoned by mutual consent of the respective Board of Directors of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE FOUR EFFECTIVE DATE

This Merger shall be effective as of the date of filing (hereinafter referred to as the "Effective Date") of the Articles of Merger with the Department of State of the State of Florida pursuant to Section 607.231 of the Florida General Corporation Act, as amended (the "Florida Code").

ARTICLE FIVE TERMS AND CONDITIONS

5.01 Articles of Incorporation. The Articles of Incorporation of Acquisition Corp. as they exist as of the date of filing of the Articles of Merger shall be and remain the Articles of Incorporation of the Surviving Corporation upon effectiveness of the Merger except as provided in Article Seven below, until subsequent to the Effective Date thereof such Articles of Incorporation shall be altered, amended or repealed as therein provided.

5.02 Directors and Officers. The duly elected directors and officers of Acquisition Corp. serving in their respective offices on the Effective Date shall be and remain the directors and officers of the Surviving Corporation, and such directors and officers shall continue to serve in their respective offices until their successors have been duly elected and qualified.

5.03 Effect of Merger. Upon the Effective Date, the separate existence of Family Frames shall cease, and all its properties, rights, liabilities, obligations, guarantces, privileges and franchises, of whatever nature and description, including every devise or bequest which Family Frames would have been capable of taking, and including subscriptions for shares and other choses in action, shall be transferred to, vested in and devolved upon the Surviving Corporation, without further act or deed. Notwithstanding this provision, confirmatory deeds, assignments and other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any property right, privilege or franchise, may at any time, or from time to time, be made and delivered in the name of Family Frames as appropriate, by the officers of the Surviving Corporation; the Surviving Corporation shall be liable for all the debts and obligations, including tax liabilities, of Family Frames and any claim existing or any action or proceeding pending by or against Family Frames may be prosecuted to judgment or decree as if such Merger had not taken place, or the Surviving Corporation, upon motion of such corporation or any party, may be substituted as a party in place of the corporation so merged, and such judgment or decree against the corporation so merged shall be constituted a lien upon the property of the Surviving Corporation. The Merger, however, shall not impair in any way the rights of creditors or liens upon the property of any corporation that is a party to this Merger.

5.04 Filing of Articles of Merger. The acts and things required to be done by the Florida Code, in order to make this Plan of Merger effective, including the filing of the Articles of Merger in the manner prescribed for in the Florida Code, shall be attended to by the proper officers of the parties hereto as soon as practicable.

**ARTICLE SIX
MANNER AND BASIS OF CONVERTING SHARES**

6.01 Effect on Stock of Family Frames. On the Effective Date of the Merger, the sole shareholder of Family Frames shall surrender the certificates for his shares in Family Frames to the elected officers of the Surviving Corporation for the exchange and cancellation of such shares on the books of Family Frames, and all of the issued and outstanding shares of Family Frames shall be canceled and of no effect. In exchange for such shares of capital stock of Family Frames, the former shareholder of Family Frames shall receive, as merger consideration, shares of Common Stock of L&P as follows in accordance with the terms and conditions set forth in that certain Merger Agreement by and among Family Frames, Rafael Ruiz del Vizo, the sole shareholder of Family Frames, L&P and Acquisition Corp.

The "*Merger Consideration*" is shares of the common stock, \$.01 par value, of L&P (the "*L&P Common Stock*") having a Fair Market Value (as defined below) of \$150,000, plus Working Capital. "*Working Capital*" is equal to (i) cash and cash equivalents of Family Frames as of the Closing Date, calculated in accordance with generally accepted accounting principles ("*GAAP*"); plus (ii) prepaid expenses of Family Frames calculated in accordance with GAAP and deposits; plus (iii) the value for raw materials, work in process and finished goods of Family Frames, calculated as of the Closing Date in accordance with GAAP and using the first-in, first-out ("*FIFO*") method of valuing inventory; plus (iv) the value of the accounts, notes and other receivables of Family Frames as of the Closing Date which are not more than 30 days past due under their normal credit terms and which are not due from employees of Family Frames or affiliates of its sole shareholder; minus (v) any current liabilities of Family Frames as of the Closing Date, calculated in accordance with GAAP, including but not limited to any Taxes of Family Frames through the close of business on the Closing Date; and minus (vi) any liabilities of Family Frames not included in (v) above due to its sole shareholder or affiliates of the shareholder. The shares of L&P Common Stock issued as Merger Consideration are referred to as the "*L&P Shares*". Each Family Frame share issued and outstanding immediately prior to the effectiveness of the Merger shall be converted into the right to receive a pro rata portion of the Merger Consideration based on the number of Family Frame Shares then outstanding. The "*Fair Market Value*" of the L&P Common Stock for purposes of calculating the Merger Consideration shall be \$42.

6.02 Effect on Stock of Acquisition Corp. The Merger will have no effect on validly issued shares of Acquisition Corp. outstanding immediately prior to the Effective Date, and certificates representing such shares will continue after the Effective Date to represent the same number of shares of stock of Acquisition Corp. No shares of Acquisition Corp. shall be issued in respect of the canceled shares of Family Frames.

**ARTICLE SEVEN
CHANGES TO ARTICLES OF INCORPORATION
OF SURVIVING CORPORATION**

Upon the effectiveness of the Merger, the Articles of Incorporation of the Surviving Corporation shall be the same as the Articles of Incorporation of the Surviving Corporation as they exist as of the date of filing of the Articles of Merger except that Article 1 thereof shall be amended in its entirety as follows:

"The name of the Corporation is Family Frames, Inc."

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed as of the date and year first above written.

FAMILY FRAMES, INC.,
a Florida corporation

By: 

Rafael Ruiz del Vizo, President

FAMILY FRAMES ACQUISITION CORP.,
a Florida corporation

By: 

Name: Ernest C. Jett
Title: Vice President