

Document Number Only

P97000088225

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

800002479868--0

-04/06/98-01057-023

\*\*\*\*\*35.00 \*\*\*\*\*35.00

800002479868--0

-04/06/98-01057-024

\*\*\*\*\*87.50 \*\*\*\*\*87.50

International Interiors by I.C.  
Landa, Inc. merging:  
International Construction

98 APR -6 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

- |   |   |   |
|---|---|---|
| <input type="checkbox"/> Profit                                   | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> NonProfit                                |   |   |
| <input type="checkbox"/> Limited Liability Company                |   |   |
| <input type="checkbox"/> Foreign                                  | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Partnership                      | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                            | <input type="checkbox"/> Fict. Filing           | <input type="checkbox"/> Change of R.A.     |
| <input checked="" type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> UCC-1 UCC-3        |
| <input checked="" type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready                          | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In                       | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                                 |   |   |

Name Availability
Document Examiner
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W.P. Verifier

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Thanks, Melanie

4.6.98  
4/8  
merger  
C.C.  
\*00789, 00524, 00672  
OK per S.P.  
corrected name in signature area per Melanie  
6



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 7, 1998

*101*  
CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301

SUBJECT: INTERNATIONAL INTERIORS BY J.C. LANDA, INC.  
Ref. Number: P97000088225

We have received your document for INTERNATIONAL INTERIORS BY J.C. LANDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill in the dates of adoption in the fifth paragraph.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

*101*  
Annette Hogan  
Corporate Specialist

Letter Number: 698A00018354

*4-8-98*  
*Please back date*  
*to 4-6-98*  
*When received.*  
*Thanks M.S.*

RECEIVED  
98 APR -8 PM 12:37  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

INTERNATIONAL CONSTRUCTION CORP., a New York corporation, not  
qualified in Florida

INTO

**INTERNATIONAL INTERIORS BY J.C. LANDA, INC.**, a Florida corporation,  
P97000088225

File date: April 6, 1998

Corporate Specialist: Joy Moon-French

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

**FILED**  
98 APR -6 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of corporation	State of incorporation
International Construction Corp.	New York
International Interiors by J.C. Landa, Inc.	Florida

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows:

(i): (a) The name of each constituent corporation is as follows: International Construction Corp. and International Interiors by J.C. Landa, Inc.

(b) The name of the surviving corporation is International Interiors by J.C. Landa, Inc.

(ii): As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>
International Construction Corp.	100 shares of common stock, without par value
International Interiors by J.C. Landa, Inc.	100 shares of common stock, without par value

Each share of said common stock is entitled to one vote.

(iii): The terms and conditions of the merger are as follows:

(a) Upon the effective date of the merger, each then outstanding share of Common Stock of International Construction Corp. by virtue by the merger and without any action on the part of the holder thereof, shall be cancelled and deemed of no further force or effect. Each share of the surviving corporation issued and outstanding on the effective date of the merger shall not be changed or converted and shall continue to be issued and outstanding.

(b) The By-laws of the Surviving Corporation, as they shall exist on the effective date of the merger, shall be and remain the By-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(c) The Board of Directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of shareholders of the Surviving Corporation and until their successors shall have been elected and qualified.

(d) The next annual meeting of the shareholders of the Surviving Corporation shall be the annual meeting provided by the By-laws of the Surviving Corporation.

(e) Upon the merger becoming effective, all the property, rights, privileges, franchises, registrations and other assets of every kind and description of International Construction Corp. shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and International Construction Corp. shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Surviving Corporation

shall assume and be bound by all of the obligations and liabilities of International Construction Corp.

FIFTH: The plan of merger was adopted by the shareholders of International Construction Corp., on the March 23, 1998 day of March, 1998, and was adopted by the shareholders ( or the Board of Directors when no vote of the shareholders is required) of International Interiors by J.C. Landa, Inc. on the 23<sup>rd</sup> day of March, 1998.

Signed this 23<sup>rd</sup> day of March, 1998.

International Interiors by J.C. Landa, Inc.

(Name of surviving corporation)

By 

(Chairman or Vice Chairman of the Board of Directors, or President or another officer)

Joseph Landa

(Name)

President

(Title)

International Construction Corp.

(Name of merged corporation)

By 

(Chairman or Vice Chairman of the Board of Directors, or President or another officer)

Joseph Landa

(Name)

President

(Title)