

P98000105154

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MERGER OR SHARE EXCHANGE

ABI Enterprises, Inc.

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June 19, 2007

FLORIDA DEPARTMENT OF STATE
Division of CorporationsABI ENTERPRISES, INC.
500 S FALKENBURG RD
TAMPA, FL 33619SUBJECT: ABI ENTERPRISES, INC.
REF: P98000105154

P98000105154

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Florida law does not provide for the Secretary of State to serve as your registered agent. Please revise your document accordingly.

Florida Statue 607.1302 does not apply to two domestic corporations merging into one another.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
AMERICAN INTERNATIONAL MATTRESS COMPANY
WITH AND INTO
ABI ENTERPRISES, INC.**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, the undersigned hereby certify that:

1. American International Mattress Company, a Florida corporation (the "Constituent Corporation") shall be merged with and into ABI Enterprises, Inc., a Florida corporation (the "Surviving Company"), which shall be the surviving company (such merger, the "Merger").

2. The Agreement and Plan of Merger, dated as of June 15, 2007, pursuant to which the Merger was approved and a copy of which is attached hereto as Exhibit A, was executed and adopted by the Constituent Corporation and the Surviving Company in accordance with Section 607.1105 of the Florida Business Corporation Act, and unanimously approved by the sole shareholder of the Constituent Corporation and the sole shareholder of the Surviving Company by respective written consents dated as of June 15, 2007.

3. The address of the principal office of the Surviving Company is 500 S. Falkenburg, Tampa, Florida 33619.

4. The Surviving Entity is deemed to have appointed the CT Corporation System with an office at 1200 South Pine Island Road, Plantation, Florida 33324 as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Constituent Corporation. The Surviving Company agrees to promptly pay the dissenting shareholders of the Constituent Corporation the amount, if any, to which such dissenting shareholders are entitled.

5. The Merger shall become effective upon the filing of these Articles of Merger (the "Effective Date").

[SIGNATURES ON NEXT PAGE]

CHI 56993390v2

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporation and the Surviving Company by their respective authorized officers as of the day and year first above written.

AMERICAN INTERNATIONAL MATTRESS
COMPANY, a Florida corporation

By: R. Lester

Name: Ronald Lester
Title: Vice President

ABI ENTERPRISES, INC., a Florida corporation

By: R. Lester

Name: Ronald Lester
Title: Vice President

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

CT CORPORATION SYSTEM

By: 

Name: _____

Title: _____

Kristine Heiberger
Assistant Secretary

Exhibit A

Agreement and Plan of Merger

**AGREEMENT AND PLAN OF MERGER
OF
AMERICAN INTERNATIONAL MATTRESS COMPANY
AND
ABI ENTERPRISES, INC.**

This Agreement and Plan of Merger (this "Plan of Merger") dated as of June 15, 2007 is made by and between American International Mattress Company, a Florida corporation (the "Constituent Corporation"), and ABI Enterprises, Inc., a Florida corporation (the "Company" or the "Surviving Company").

AGREEMENT

1. On the Effective Date (as defined in paragraph 6), in accordance with the provisions of this Plan of Merger and the provisions of the Florida Business Corporation Act, the Constituent Corporation shall be merged with and into the Company, which shall be the surviving entity (the "Merger") and the separate existence of the Constituent Corporation shall cease. The Company shall continue unaffected and unimpaired by the Merger and shall possess and retain every interest of the Constituent Corporation in all assets and properties of every description and wherever located. The rights, privileges, immunities, powers, franchises, and authority, public as well as private, of the Constituent Corporation shall be vested in the Surviving Company without further act. All obligations due to the Constituent Corporation shall be vested in the Surviving Company without further act. The Surviving Company shall be liable for all of the obligations of the Constituent Corporation existing as of the Effective Date.
2. The Articles of Incorporation of the Company as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the Surviving Company, which may be amended from time to time after the Effective Date as provided by law.
3. The Initial Bylaws of the Company as in effect on the Effective Date shall remain in effect and be the Bylaws of the Surviving Company, which may be amended from time to time after the Effective Date as provided by law and such Bylaws.
4. From and after the Effective Date, the Board of Directors of the Company immediately prior to the Effective Date shall be the Board of Directors of the Surviving Company. The Board of Directors of the Company are as follows:

John Black
Peter Cornetta
Steve Antinori

CHI 5669421v1

5. From and after the Effective Date, the Officers of the Company immediately prior to the Effective Date shall be the Officers of the Surviving Company. The Officers of the Company are as follows:

Steve Antinori	President and Secretary
Ron Lueptow	Treasurer, Vice President and Secretary
Kevin Martin	Chief Operating Officer and Vice President
John Baird	Assistant Secretary
Peter Cornetta	Assistant Secretary
John Black	Assistant Secretary

6. The parties hereto agree and acknowledge that the Surviving Company and the Constituent Corporation (as the subsidiary of the Surviving Company) have not received, and shall not receive, any consideration as a result of the Merger other than their continuing interests as a result of the Merger.

7. The Merger shall become effective on the day that the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

8. The proper officers of the Constituent Corporation and the Surviving Company, respectively, are duly authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instructions, papers and documents that shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

IN WITNESS WHEREOF, the Constituent Corporation and the Company have caused this Plan of Merger to be signed by their respective authorized officers.

AMERICAN INTERNATIONAL MATTRESS
COMPANY, a Florida corporation

By: _____
Name: Ronald Lusptow
Title: Vice President

ABI ENTERPRISES, INC., a Florida corporation

By: _____
Name: Ronald Lusptow
Title: Vice President