



THE UNITED STATES
CORPORATION
COMPANY

P99000018736

ACCOUNT NO. : 072100000032

REFERENCE : 353291 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

FILED
99 AUG 27 PM 3:34
SECRET
TALLAHASSEE

Merger

ORDER DATE : August 25, 1999

ORDER TIME : 10:22 AM

ORDER NO. : 353291-005

CUSTOMER NO: 4303929

200002972062--8

CUSTOMER: Michael W. Hein, Esq
Greenberg Traurig
1221 Brickell Avenue
21st Floor
Miami, FL 33131

ARTICLES OF MERGER

WINSLOEW ESCROW CORP.

INTO

TRIVEST FURNITURE CORPORATION

PLEASE
FILE FIRST
PLEASE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

DDR

RECEIVED
99 AUG 27 AM 11:27
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE AFFAIRS

ARTICLES OF MERGER
Merger Sheet

MERGING:

WINSLOEW ESCROW CORP., a Florida corporation P99000072044

INTO

TRIVEST FURNITURE CORPORATION, a Florida entity, P99000018736

File date: August 27, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER
OF
WINSLOEW ESCROW CORP., a Florida corporation
INTO
TRIVEST FURNITURE CORPORATION, a Florida corporation**

FILED
99 AUG 27 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 and Section 607.1105 of the Florida Business Corporation Act, WINSLOEW ESCROW CORP., a Florida corporation ("Escrow"), and TRIVEST FURNITURE CORPORATION, a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging Escrow with and into the Surviving Corporation (the "Merger"). All of the outstanding shares of capital stock of Escrow, are held by the Surviving Corporation.

First: The plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 607.1104 of the Florida Business Corporation Act, is attached hereto as Exhibit A, which is incorporated herein and constitutes part of these Articles of Merger.

Second: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

Third: The Plan of Merger was adopted by unanimous written consent of the Board of Directors and sole shareholder of Escrow and by unanimous written consent of the Board of Directors of the Surviving Corporation, both dated as of August 16, 1999. Approval of the shareholders of the Surviving Corporation was not required.

IN WITNESS WHEREOF, each of the Surviving Corporation and Escrow have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective authorized officer, on this 27th day of August, 1999.

WINSLOEW ESCROW CORP.

By: 

Name: Bobby Tesney

Title: President and Chief Executive Officer

TRIVEST FURNITURE CORPORATION

By: 

Name: Bobby Tesney

Title: President and Chief Executive Officer

EXHIBIT A

Plan of Merger

See attached.

PLAN OF MERGER

This Plan of Merger (this "Plan") provides for the merger of WINSLOEW ESCROW CORP. ("Escrow"), a Florida corporation, with and into TRIVEST FURNITURE CORPORATION, a Florida corporation ("Trivest" and collectively with Escrow, the "Constituent Corporations").

WHEREAS, Escrow is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital of 1,000,000 shares of common stock, \$.01 par value per share, of which 780,000 shares are issued and outstanding as of the date of this Agreement (the "Escrow Shares"); and

WHEREAS, Trivest is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital of 1,000,000 shares of common stock, with a par value of \$.01 per share (the "Trivest Common Stock"), of which 780,000 shares are issued and outstanding as of the date of this Agreement (the "Trivest Shares"); and

WHEREAS, all of the Escrow Shares are held by Trivest; and

WHEREAS, the board of directors of each of Escrow and Trivest have determined that it is advisable and in the best interests of their respective shareholders that Escrow be merged into Trivest, with Trivest being the surviving corporation, on the terms and conditions set forth in this Plan.

NOW THEREFORE BE IT RESOLVED, that in accordance with the applicable statutes of the State of Florida, Escrow shall be merged into Trivest, with Trivest being the surviving corporation, and that the terms and conditions of such merger (the "Merger"), the mode of carrying into effect, the manner and basis of converting the shares and the changes in the Articles of Incorporation of the surviving corporation effected by the Merger shall be as follows:

1. **The Merger.** Upon the terms and conditions hereinafter set forth and in accordance with the Florida Business Corporation Act, at the Effective Time, Escrow shall be merged with and into Trivest and thereupon the separate existence of Escrow shall cease, and Trivest, as the surviving corporation, shall continue to exist under and be governed by the Florida Business Corporation Act.

2. **Filing.** Escrow and Trivest will cause Articles of Merger, in compliance with the provisions of applicable law to be executed and filed with the Florida Department of State, in the form attached as Exhibit A hereto (the "Articles of Merger").

3. **Effective Date and Time of Merger.** The Merger shall become effective immediately upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (such time is referred to as the "Effective Time").

4. **Articles of Incorporation and Bylaws.** Upon the effectiveness of the Merger, the Articles of Incorporation of Trivest shall be the Articles of Incorporation of the surviving corporation. The Bylaws of Trivest shall be the Bylaws of the surviving corporation.

5. **Directors and Officers.** The persons listed on Exhibit B hereto shall become the directors and officers of the surviving corporation at the Effective Time; in each case, such directors and officers to serve until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the surviving corporation.

6. **Conversion.** Upon the Effective Time, by virtue of the Merger and without any action on the part of the Escrow shareholders or the Trivest shareholders, (i) each Trivest Share shall be converted into one outstanding share of common stock of the surviving corporation and (ii) all Escrow Shares shall be canceled and terminated in all respects.

7. **Issuance of Shares of Common Stock of the Surviving Corporation.** At the Effective Time, each shareholder of Trivest who shall have delivered a certificate or certificates in negotiable form representing all the Trivest Shares held by such shareholder shall be entitled to receive in exchange therefor a certificate or certificates representing one share of common stock of the surviving corporation for each Trivest Share surrendered. Until so delivered, each such outstanding certificate which immediately prior to the Effective Time of the Merger represented Trivest Shares shall be deemed for all corporate purposes, to evidence the ownership of an equal number of shares of common stock of the surviving corporation.

8. **Effect of Merger.** Upon the Effective Time, the surviving corporation shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of Escrow and Trivest, and all obligations belonging to or due to each of Escrow and Trivest, all of which shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all the obligations of Escrow and Trivest; any claim existing, or action or proceeding pending, by or against Escrow or Trivest, may be prosecuted to judgment, with right of appeal, as if the merger had not taken place, or the surviving corporation may be substituted in its place; and all the rights of creditors of each of Escrow and Trivest shall be preserved unimpaired.

EXHIBIT B

Directors and Officers

Name	Director (Yes/No)	Office(s)
Earl W. Powell (1)	Yes	N/A
William F. Kaczynski (1)	Yes	Vice President and Assistant Secretary
Peter W. Klein (1)	Yes	Secretary
Bobby Tesney (2)	No	President and Chief Executive Officer
Vincent A. Tortorici, Jr. (2)	No	Vice President and Chief Financial Officer

(1) The address of each of such person is c/o Trivest Furniture Corporation, 2665 South Bayshore Drive, Suite 800, Miami, Florida 33133.

(2) The address of each such person is c/o WinsLoew Furniture, Inc., 160 Village Street, Birmingham, Alabama 35242