FILE No.103 12/29 '04 17:50

Division of Corporations

Florida Department of State

**3**∕ 6

PAGE

Page 1 of 1

Division of Corporations Public Access System

### Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bettom of all pages of the document.

(((H04000255381 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page, Doing so will generate another cover sheet.

To:

Division of Gorporations

Yax Number

: (850)285-0380

Trom:

Account Name : PIPER MARBURY RUDNICK & WOLFE

Account Number : 076424002364 Phone : (813)229-2111

: (813)229-1447 Pax Number

## MERGER OR SHARE EXCHANGE

## ROOMS TO GO INC.

04 DEC 30 AM 8:36

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Hactronic Filipa Manu.

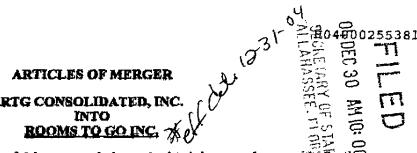
Company Filling

PUBLIC ACCION HAVE

253011-65

Charles 30ch 12/29/2004

https://efile.sunbiz.org/scripts/efilcovr.exe



The following Articles of Merger are being submitted in accordance with Section 507.1109 of the Florida Business Corporation Act (the "Act").

#### · ARTICLE I MERGING PARTIES

The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

Name and Street Address	Jarisdiction	Entity Type	Florida Document Number	FEI Number
RTG Consolidated, Inc. 400 Perimeter Center Terrace Suite 800	Texas	Corporation	N/A	14-1864338
Atlanta, Georgia 30346				

#### ARTICLE 2 SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party are as follows:

	7		Florida	
	]		Document	FEI
Name and Street Address	Jurisdiction	<b>Entity Type</b>	Namber	Number
Rooms To Go Inc	Florida	Corporation	S12841	59-3029386

## ARTICLE 3 PLAN OF MERGER

The attached Plan of Merger meets the requirements of Section 607.1108 of the Act and was approved by each domestic corporation that is a party to the merger in accordance with the Act and by the other business entity that is a party to the merger in accordance with the respective laws of the applicable jurisdiction.

## ARTICLE 4 MERGER IS PERMITTED

The merger is permitted under the respective laws of all applicable jurisdictions.

H04000255381

# ARTICLE 5 EFFECTIVE DATE

The Effective Date of the Merger is December 31, 2004.

# ARTICLE 6 EXECUTION

The Articles of Merger were signed in accordance with the laws of each party's applicable jurisdiction.

Dated this 2/ day of December, 2004

ROOMS TO GO,INC, (7) RTG CONSOLIDATED, II

By: By: Lewis Stein, Vice President Lewis Stein, Vice President

ه. تر د

H04000255381

# PLAN AND AGREEMENT OF MERGER MERGING RTG CONSOLIDATED, INC. INTO ROOMS TO GO INC.

This Plan and Agreement of Merger (the "Plan") is adopted as of December 20, 2004, by RTG CONSOLIDATED, INC., a Texas corporation (the "Merging Company") and ROOMS TO GO INC., a Florida corporation (the "Survivor").

- 1. The Mersing Company: The name of the Merging Company is RTG Consolidated, Inc., a Texas corporation, whose address is 11540 U.S. Highway 92 Rest, Seffiner, Florida 33584.
- 2. The Survivor: The name of the survivor is Rooms To Go Inc., a Florida corporation, whose address is 11540 U.S. Highway 92 East, Seffner, Florida 33584.
- 3. Merger: The Merging Company will be merged into the Survivor. Thus, after the merger, on the Effective Date: (a) the Merging Company and the Survivor will consist solely of the Survivor, a single corporation; (b) the Survivor will survive and continue after the merger; (c) the separate existence of the Merging Company will cease; and (d) all assets and liability of the Merging Company will become automatically, by operation of law, assets and liabilities of the Survivor.
  - 4. Effective Date: The merger will be affective on December 31, 2004.
- 5. Cancellation of Merving Company Stock: Upon the Effective Date, the issued and outstanding shares of capital stock of the Merging Company will be canceled and all rights in respect thereof will be canceled and the issued and outstanding stock of the Survivor will remain issued and outstanding.
- 6. Further Assurance of Title: If at any time the Survivor considers or is advised that any acknowledgments or assurance in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Survivor any right, title or interest of the Merging Company held immediately prior to the effective date, the Survivor and its proper officers and directors may sign and deliver all such acknowledgments or assurances of law and of all things necessary or proper to acknowledge or confirm such right, title or interest in the Survivor as may be necessary to carry out the purposes of this Plan and the Survivor and its proper officers and directors are fully authorized to take any and all such action in the name of the Merging Company or otherwise.

Intending to be bound, the parties sign below:

RTG CONSOLIDATED, INC.	ROOMS TO GO INC.
	Ale Contraction
Lewis Stein, Vice President	By: Lewis Stein, Vice President