

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WINSTON FURNITURE COMPANY, INC.", A DELAWARE CORPORATION, WITH AND INTO "WINSLOEW FURNITURE, INC." UNDER THE NAME OF "WINSLOEW FURNITURE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1994, AT 11 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.

08/23/1995-23259
02:02 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 16.00



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

7342572

DATE:

12-19-94

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Inst # 1995-23259

CERTIFICATE OF MERGER
OF
WINSTON FURNITURE COMPANY, INC.
INTO
WINSLOEW FURNITURE, INC.

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL"), WINSTON FURNITURE COMPANY, INC., a Delaware corporation ("Winston") and WINSLOEW FURNITURE, INC., a Florida corporation ("WinsLoew"), hereby adopt the following Certificate of Merger for the purpose of merging Winston with and into Winsloew (the "Merger").

FIRST: The name and the state of incorporation of each of the constituent corporations to the Merger are:

Winston Furniture Company, Inc., a Delaware corporation;

and

WinsLoew Furniture, Inc., a Florida corporation.

SECOND: An Agreement and Plan of Merger, dated as of September 30, 1994 (the "Merger Agreement"), by and among WinsLoew, Winston and Loewenstein Furniture Group, Inc., has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with the provisions of Section 252 of the DGCL.

THIRD: The name of the surviving corporation is WinsLoew Furniture, Inc.

FOURTH: The Articles of Incorporation of WinsLoew shall be the articles of incorporation of the surviving corporation.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of WinsLoew at Suite 700 Independence Plaza, Birmingham, Alabama 35209, and a copy of the Merger Agreement will be furnished by WinsLoew, on request and without cost, to any stockholder of any constituent corporation.

SIXTH: WinsLoew agrees that it may be served with process in the State of Delaware (the "State") in any proceeding for enforcement of any obligation of any constituent corporation of this State, as well as for enforcement of any obligation of the surviving or resulting corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and shall irrevocably appoint the Secretary of State of the State of Delaware (the "Secretary of State") as its agent to accept service of process in any such suit or other proceedings and a copy of any such process shall be mailed by the Secretary of State to WinsLoew Furniture, Inc., Suite 700 Independence Plaza, Birmingham, Alabama 35209, Attention: President.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on behalf of WinsLoew Furniture, Inc. this 16 day of December, 1994, and hereby affirms under penalties of perjury that this Certificate is the act and deed of said corporation and that the facts stated herein are true.

WINSLOEW FURNITURE, INC.

By: Bobby Tesney
Bobby Tesney, President

ATTEST:

By: Vincent A. Tortorici, Jr.
Vincent A. Tortorici, Jr.
Assistant Secretary

State of Alabama - Jefferson County
I certify this instrument filed on:
1995 JUL 21 A.M. 10:22
Recorded and \$ Mtg. Tax
and \$ Deed Tax and Fee Amt.
\$ 12.00 Total \$ 12.00
GEORGE R. REYNOLDS, Judge of Probate



Inst # 1995-23859-21

08/23/1995-23859
02:02 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 HCD 16.00