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From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
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MERGER OR SHARE EXCHANGE

FRENCH FRAGRANCES, INC.

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Merger

D. CONNELL JAN 28 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

G.B. PARFUMS, INC., a Delaware corporation not qualified to transact business
in the State of Florida.

INTO

FRENCH FRAGRANCES, INC., a Florida entity, 240627

File date: January 28, 2000

Corporate Specialist: Darlene Connell

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TALLAHASSEE FLORIDA

Articles of Merger
of
G.B. Parfums, Inc.
(a Delaware corporation)
into
French Fragrances, Inc.
(a Florida corporation)

1. G.B. Parfums, Inc., a Delaware corporation (the "Disappearing Subsidiary Corporation"), shall be merged into its parent corporation, French Fragrances, Inc., a Florida corporation (the "Surviving Parent Corporation"), pursuant to the terms of the attached Plan of Merger. The Disappearing Subsidiary Corporation and the Surviving Parent Corporation are collectively referred to as the "Constituent Corporations."
2. The merger shall become effective on the date of the filing of these Articles of Merger with the Secretary of State of the State of Florida.
3. The attached Plan of Merger was adopted and approved on January 24, 2000 by the Board of Directors and sole shareholder of the Disappearing Subsidiary Corporation and by the Board of Directors of the Surviving Parent Corporation.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach, FL 33139
(305) 672-0686

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These Articles of Merger have been executed on behalf of the Constituent Corporations by their authorized officers as of January 26, 2000.

G.B. Parfums, Inc.
a Delaware corporation

By: 

Name: Oscar E. Marina

Title: Vice President & Secretary

French Fragrances, Inc.,
a Florida corporation

By: 

Name: Oscar E. Marina

Title: Vice President & Secretary

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach, FL 33139
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Plan of Merger

between

G.B. Parfums, Inc.
(a Delaware corporation)

and

French Fragrances, Inc.
(a Florida corporation)

Plan of Merger adopted on January 24, 2000 by the Board of Directors and sole shareholder of G.B. Parfums, Inc., a Delaware corporation (the "Disappearing Subsidiary Corporation"), and French Fragrances, Inc., a Florida corporation (the "Surviving Parent Corporation"). The Disappearing Subsidiary Corporation and the Surviving Parent Corporation are collectively referred to as the "Constituent Corporations."

1. In accordance with the provisions of this Plan of Merger, the Disappearing Subsidiary Corporation shall be merged into the Surviving Parent Corporation, the separate and corporate existence of the Disappearing Subsidiary Corporation shall cease, and the Surviving Parent Corporation shall continue its corporate existence under the laws of its state of incorporation under its present name.

2. The merger shall become effective on the date of the filing of these Articles of Merger with the Secretary of State of the State of Florida.

3. The Articles of Incorporation of the Surviving Parent Corporation on the effective date of the merger shall become the Articles of Incorporation of the Surviving Parent Corporation following the effective date of the merger.

4. The Surviving Parent Corporation shall possess and retain every interest in all assets and property of every description wherever located of each of the Constituent Corporations. All rights, privileges, immunities, powers, franchises and authority of

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each of the Constituent Corporations shall be vested in the Surviving Parent Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the merger. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Parent Corporation without further act or deed. The Surviving Parent Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. On the effective date of the merger, by virtue of the merger and without any action on the part of the parties or otherwise: (a) each issued and outstanding share of the capital stock of the Disappearing Subsidiary Corporation shall be canceled without payment of any consideration and without any conversion and (b) each issued and outstanding share of capital stock of the Surviving Parent Corporation shall remain issued and outstanding.

6. Shareholders of the Disappearing Subsidiary Corporation who would be entitled to vote and dissent from the merger may be entitled, if they comply with the provisions of applicable law, to be paid the fair value of their shares.

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