

DEC. 3. 2001 3:25 PM

BROAD AND CASSEL

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315500

Florida Department of State

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MERGER OR SHARE EXCHANGE

PERRY ELLIS INTERNATIONAL, INC.

Certificate of Status	1
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merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SUPREME INTERNATIONAL (DELAWARE), INC., a Delaware corporation not
qualified to transact business in the State of Florida

INTO

PERRY ELLIS INTERNATIONAL, INC., a Florida entity, 315500

File date: December 3, 2001

Corporate Specialist: Darlene Connell

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IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of the Surviving Corporation and the Disappearing Corporation, as of October 25, 2001.

PERRY ELLIS INTERNATIONAL, INC.,
a Florida corporation

By: Rosemary B. Trueman
Name: Rosemary B. Trueman
Title: VP Finance

SUPREME INTERNATIONAL (DELAWARE),
INC., a Delaware Corporation

By: Karen Bingham
Name: Karen Bingham
Title: VP and Asst. Secretary

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EXHIBIT A

**PLAN OF MERGER
OF
SUPREME INTERNATIONAL (DELAWARE), INC.
AND
PERRY ELLIS INTERNATIONAL, INC.**

THIS PLAN OF MERGER (the "Plan") is entered into as of this 25 day of October 2001, by and between SUPREME INTERNATIONAL (DELAWARE), INC., a Delaware corporation (the "Disappearing Corporation"), and PERRY ELLIS INTERNATIONAL, INC., a Florida corporation (the "Surviving Corporation").

R E C I T A L S:

A. The Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Delaware.

B. The Surviving Corporation, formally known as Supreme International Corporation, is a corporation duly organized and existing under the laws of the State of Florida.

C. The Disappearing Corporation is a wholly-owned subsidiary of the Surviving Corporation.

D. The directors of each of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the respective shareholders of those corporations.

E. Each of the Disappearing Corporation and the Surviving Corporation has agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the State of Florida and the State of Delaware.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan and in order to consummate the transactions described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to this Plan, agree as follows:

1. Merger. The Disappearing Corporation shall be merged with and into the Surviving Corporation.

2. Filing and Effective Time. The Surviving Corporation shall file Articles of Merger with the Florida Department of State pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), and file the Certificate of Ownership and Merger with the Delaware Department of State pursuant to Section 103 of the Delaware General Corporation

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Law (the "DGCL"). The effective date of the merger (the "Effective Date") shall be the date on which the last of these filings has been made.

3. **Surviving Corporation.** **Surviving Corporation.** The Surviving Corporation shall continue its existence under its current name pursuant to the provisions of the FBCA, and all the property, rights, privileges, powers and franchises of each of the Surviving Corporation and the Disappearing Corporation shall vest in the Surviving Corporation, and all debts, liabilities and duties of each of the Surviving Corporation and the Disappearing Corporation shall become the debts, liabilities and duties of the Surviving Corporation. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall remain the Articles of Incorporation and the Bylaws of the Surviving Corporation following the merger without amendment.

4. **Disappearing Corporation.** The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger.

5. **Disappearing Corporation Stock.** The Disappearing Corporation has 1,000 shares of outstanding common stock (the "Stock"), which Stock is the only class of securities outstanding of the Disappearing Corporation. All of the Stock is owned by the Surviving Corporation.

6. **Surviving Corporation Stock.** The Surviving Corporation has 6,579,537 shares of outstanding common stock (the "SC Stock"), which SC Stock is the only class of securities outstanding of the Surviving Corporation.

7. **Terms of the Merger.** On the Effective Date, by virtue of the merger, the Stock of the Disappearing Corporation issued and outstanding immediately prior to the Effective Date shall remain outstanding as one share of common stock of the Surviving Corporation. Each stock certificate of the Disappearing Corporation evidencing ownership of any of its shares shall continue to evidence ownership of such shares of capital stock of the Surviving Corporation.

8. **Approval.** The transactions contemplated by this Plan have previously been submitted to and approved by the Boards of Directors of each of the Disappearing Corporation and the Surviving Corporation. Subsequent to the execution of this Plan by the appropriate officers of each of the Disappearing Corporation and the Surviving Corporation, the proper officers of each corporation shall cause to be executed and filed such documents prescribed by the laws of the State of Florida and the State of Delaware and to perform all such further acts as may be necessary or proper to render effective the merger contemplated by this Plan.

9. **Shareholder Dissent.** The shareholder of the Disappearing Corporation, which except for the applicability of Section 607.1104 of the FBCA would be entitled to vote and which complies with the provisions of FBCA regarding the rights of dissenting shareholders, shall be entitled to be paid the fair market value of its shares.

10. **Governing Law.** This Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

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11. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

12. Counterparts. This Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

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IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Plan as of the date first above written.

"DISAPPEARING CORPORATION"

SUPREME INTERNATIONAL (DELAWARE),
INC., a Delaware corporation

By: Karen B. Bingham

Name: Karen B. Bingham

Title: Vice President and Asst-Secretary

"SURVIVING CORPORATION"

PERRY ELLIS INTERNATIONAL, INC.
a Florida corporation

By: Rosemary B. Trudger

Name: Rosemary B. Trudger

Title: VP Finance

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