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COHEN, CHASE & HOFFMAN

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681855

7/06/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: COHEN, CHASE, & HOFFMAN, P.A. ACCT#: 102450002676
CONTACT: MARY W KURLANSIK
PHONE: (305)670-0201 FAX #: (305)670-6152

NAME: DYNASTY APPAREL INDUSTRIES, INC.
AUDIT NUMBER.....H98000012401
DOC TYPE.....MERGER OR SHARE EXCHANGE
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merger
7/7/98
10:09
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ARTICLES OF MERGER
Merger Sheet

MERGING:

GIANT PRINTS, INC., a Florida corporation, L30053

INTO

DYNASTY APPAREL INDUSTRIES, INC., a Florida corporation, 681855

File date: July 6, 1998

Corporate Specialist: Darlene Connell

7/06/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 6, 1998

DYNASTY APPAREL INDUSTRIES, INC.
13000 NW 42 AVE
OPA LOCKA, FL 33054

SUBJECT: DYNASTY APPAREL INDUSTRIES, INC.
REF: 681855

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Page 1 of the document states that the plan of merger was adopted on June 30, 1998, however, page 2 states that the plan of merger was adopted on June 29, 1998. Should the date of adoption be the 29th or 30th?

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

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ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging GIANT PRINTS, INC., a Florida corporation, Document No. L30053 (the "Subsidiary Corporation"), into DYNASTY APPAREL INDUSTRIES, INC., a Florida corporation, Document No. 681855 (the "Corporation"), as the surviving corporation:

1. Plan of Merger. The following Plan of Merger was approved and adopted by the Directors of the Corporation on the 29th day of June, 1998, in the manner prescribed by Section 607.1104 of the Act:

PLAN OF MERGER

FIRST: *Names of Parent and Subsidiary.* The name of the parent corporation is DYNASTY APPAREL INDUSTRIES, INC. (the "Corporation"). The name of the subsidiary corporation is GIANT PRINTS, INC. (the "Subsidiary Corporation").

SECOND: *Conversion of Shares.* The Subsidiary Corporation shall be merged with and into the Corporation. Each share of the Subsidiary Corporation's common stock issued and outstanding shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of the Corporation; provided that no fractional shares of common stock of the Corporation shall be issued or exchanged for shares of the Subsidiary Corporation's common stock. Notwithstanding the foregoing, each share of the Subsidiary Corporation's common stock held by the Corporation shall, by virtue of the Merger and without any action on the part of the Corporation, be canceled simultaneously with the effectiveness of the Merger. Former holders of fractional shares of common stock of the Subsidiary Corporation shall be entitled to receive cash in an amount equal to a pro rata share of the book value of the Subsidiary Corporation as of the merger. As soon as practicable after the Merger, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of the Subsidiary Corporation.

This instrument prepared by:
Joseph Barry Schimmel, Esquire
Florida Bar No. 989533
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

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THIRD: *Dissenters Rights.* Any shareholder of the Subsidiary Corporation who, except for the applicability of Section 607.1104(1)(a) of the Act which provides that a vote of the shareholders of the Subsidiary Corporation or the Corporation is not required to approve the Merger, would be entitled to vote on the Merger and who wishes to dissent, is entitled, if such shareholder complies with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of such shareholder's shares.

FOURTH: *Transfer of Assets.* If at any time the Corporation is advised that further assignment or assurances are necessary or desirable to vest, perfect, confirm or record in the Corporation title to any property or rights of the Subsidiary Corporation, or to otherwise carry out the provisions of this Plan of Merger, the proper officers and directors of the Subsidiary Corporation as of the Merger, or the corresponding officers of the Corporation, shall execute and deliver any and all proper deeds, assignments, and other like instruments, and do all other things necessary or proper to vest, perfect or confirm in the Corporation such title to property or rights.

2. Effective Date. The effective date of the Merger shall be the date on which the Articles of Merger are filed with the Secretary of State of the State of Florida.

3. Shareholder Approval. Shareholder approval was not required.

4. Director Approval. The Board of Directors of the Corporation adopted the Plan of Merger on June 29, 1998.

Executed this 30 day of June, 1998.

GIANT PRINTS INC.,
a Florida corporation

By: Armando Mendez
Armando Mendez, President

Attest: Armando Mendez
Armando Mendez, Secretary

DYNASTY APPAREL INDUSTRIES, INC.,
a Florida corporation

By: Ignacio Mendez
Ignacio Mendez, President

Attest: Armando Mendez
Armando Mendez, Secretary

FAUSER\ARC\SEC\FILES\M\MENDEZ\MERGE.ART

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