

LO2000016462

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP

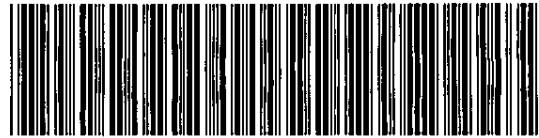
WAIT

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____



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DEPARTMENT OF STATE
13 DEC 30 5:29

Special Instructions to Filing Officer:

Deanna @ Fla. Filing & Search Services gave for mission to correct sub. Name on Agreement & Plan.

Office Use Only

12-31-13

Merger
12/31/13
DC

FILED
13 DEC 30 PM 4:56
SECRETARY OF STATE
HALL ALBANY, NY 12247

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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12/30/13

NAME: SUPREME REALTY, L.L.C

TYPE OF FILING: MERGER

COST: 80.00

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

CERTIFICATE OF MERGER
OF
WINNSBORO DC LLC
(a Delaware limited liability company)

WITH AND INTO
SUPREME REALTY, LLC
(a Florida limited liability company)

FILED
13 DEC 30 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 608, Florida Statutes, **Winnsboro DC, LLC**, a Delaware limited liability company (the "Disappearing Entity"), and **Supreme Realty, LLC**, a Florida limited liability company (the "Surviving Entity"), hereby file this Certificate of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the agreement and plan of merger (the "Plan of Merger"), dated effective as of November 22, 2013, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entities will merge with and into the Surviving Entity.

2. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective as of the date of filing of this Certificate of Merger.

3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the members and the manager of the Surviving Entity by written consent effective as of November 12, 2013, and approved by the sole member of the Disappearing Entity by written consent effective as of November 12, 2013. The Plan of Merger has been approved in accordance with the applicable provisions of Chapters 608, Florida Statutes.

4. **Articles.** The Articles of Organization of the Surviving Entity in effect immediately before the Effective Time shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

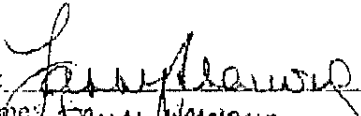
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IN WITNESS WHEREOF, this Certificate of Merger has been duly executed by the duly authorized representatives of the Surviving Entity and the Disappearing Entity as of the 12th day of November, 2013.

DISAPPEARING ENTITY:

WINNSBORO DC LLC, a Delaware limited liability

By: PERRY ELLIS INTERNATIONAL, INC., a Florida corporation and its sole member

By: 
Name: Fanny Hanono
Title: President & Secretary

SURVIVING ENTITY:

SUPREME REALTY, LLC, a Florida limited liability company

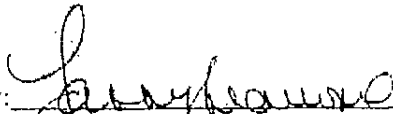
By: 
Fanny Hanono, Manager

EXHIBIT A
PLAN OF MERGER

See attached.

AGREEMENT AND PLAN OF MERGER

BETWEEN

WINNSBORO DC LLC
a Delaware limited liability company

AND

SUPREME REALTY, LLC
a Florida limited liability company

THIS AGREEMENT AND PLAN OF MERGER dated as of the 12th day of November, 2013 is by and between **SUPREME REALTY, LLC**, a Florida limited liability company (the "Surviving Entity"), and **WINNSBORO DC LLC**, a Delaware limited liability company (the "Disappearing Entity").

WITNESSETH:

WHEREAS, Perry Ellis International, Inc., a Florida corporation ("Perry Ellis"), is the sole member of each of the Surviving Entity and the Disappearing Entity;

WHEREAS, Perry Ellis believes that the merger of the Disappearing Entity into the Surviving Entity is in its best interest and is in the best interest of the Disappearing Entity and the Surviving Entity; and

WHEREAS, the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the States of Florida and Delaware.

NOW, THEREFORE, in consideration of the mutual agreements contained in this Agreement and Plan of Merger and in order to consummate the transactions described above, the Disappearing Entity and the Surviving Entity, agree as follows:

1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the States of Delaware and Florida permit such a merger.

2. Upon the approval and adoption of this Agreement and Plan of Merger, Certificates of Merger complying with the applicable provisions of the Florida Limited Liability Company Act and the Delaware Limited Liability Company Act shall be duly executed by the proper officers and authorized persons of the Surviving Entity and the Disappearing Entity, and shall be filed with the Florida and Delaware Secretaries of State. The effective date and time of the merger shall be the date and time of filing the Certificates of Merger with the respective Secretaries of State.

3. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of Delaware and Florida law.

4. All of the issued and outstanding membership interests in the Surviving Entity and the Disappearing Entity are owned by Perry Ellis. As a result, the membership interests in the Disappearing Entity shall not be exchanged in any manner or any consideration paid therefor, but from and after the effective date of the merger it shall be deemed to no longer be outstanding.

5. Neither the Disappearing Entity nor the Surviving Entity has issued and outstanding any rights to acquire any interests therein; accordingly, no conversion or exchange shall occur with respect to any such rights as a result of the merger.

6. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

7. Each of the Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Delaware and Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. This Agreement and Plan of Merger may be amended only with the approval of the sole member of each of the Disappearing Entity and the Surviving Entity at any time prior to the filing of Certificate of Merger with the respective Secretaries of State.

9. The name and address of the manager of the Surviving Entity is as follows:

Perry Ellis International, Inc.
3000 N.W. 107th Avenue
Miami, Florida 33172

10. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida.

11. The transactions contemplated by the Agreement and Plan of Merger have been previously submitted to and approved by the sole member of each of the Disappearing Entity and the Surviving Entity.

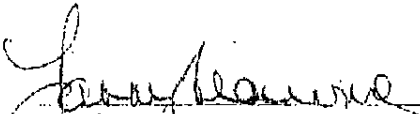
12. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

(SIGNATURES APPEAR ON THE FOLLOWING PAGE)

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the date above first written.

SURVIVING ENTITY:

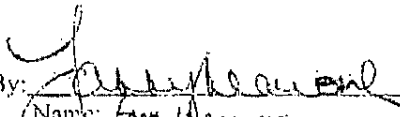
SUPREME REALTY, LLC, a Delaware limited liability company

By: 
Name: Fanny Ramono
Title: Manager

DISAPPEARING ENTITY:

WINNSBORO DC LLC, a Delaware limited liability company

By: Perry Ellis International, Inc., a Florida corporation and its sole member

By: 
Name: Perry Ellis International, Inc.
Title: President and Secretary