

M02000003427

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

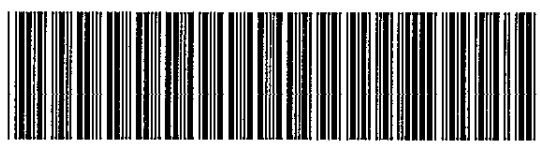
(Business Entity Name)

(Document Number)

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02 DEC 27 PM 1:32
DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS
02 DEC 27 AM 10:15

90

CT CORPORATION

December 27, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5743385 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Store Support, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 27, 2002

CT CORPORATION SYSTEM
ATTN: ASHLEY A. MITCHELL

SUBJECT: MILL'S PRIDE STORE SUPPORT, LLC
Ref. Number: M02000003427

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02 DEC 30 PM 2:21
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for MILL'S PRIDE STORE SUPPORT, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

The list of names and addresses must be explicitly stated in the plan of merger.

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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 102A00067640

*Page attached
at end of
(Plan of Merger)
Please refile
and back to
Thank
Ashley*

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ARTICLES OF MERGER
Merger Sheet

MERGING:

STORE SUPPORT, INC. a Florida entity, P95000043059

into

MILL'S PRIDE STORE SUPPORT, LLC, a Delaware entity M02000003427

File date: December 27, 2002

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Store Support, Inc.</u> <u>250 Australian Ave., 13th Floor</u> <u>West Palm Beach, FL 33401</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>P95000043059</u>		FEI Number: <u>650584777</u>
2. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____

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(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Mill's Pride Store Support, LLC</u> <u>250 Australian Ave., 13th Floor</u> <u>West Palm Beach, FL 33401</u>	<u>Delaware</u>	<u>limited liability company</u>

Florida Document/Registration Number: 116200000 3427 FEI Number: 650 584 777

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 6, 2002, is made and entered into between Mill's Pride Store Support, LLC, a Delaware limited liability company (the "Surviving Company") with its principal place of business at 250 Australian Ave., 13th Floor, West Palm Beach, Florida 33401, and Store Support, Inc., a Florida corporation (the "Merging Company") with its principal place of business at 250 Australian Ave., 13th Floor, West Palm Beach, Florida 33401. (The Surviving Company and the Merging Company are collectively referred to herein as the "Constituent Companies.")

A. The Constituent Companies, in consideration of the mutual agreements of each company as set forth hereinafter, deem it advisable and generally for the welfare of each company, that the Merging Company merge with and into the Surviving Company under and pursuant to the terms and conditions set forth herein (the "Merger").

B. The terms and conditions of the Merger, the mode of carrying the same into effect, the manner of dealing with the shares and membership interests of the Constituent Companies outstanding immediately prior to the effective time of the Merger, and other pertinent provisions of the Merger, are hereinafter set forth.

ARTICLE I

In accordance with the section 18-209 of the Delaware Limited Liability Company Act and section 607.1108 of Florida Statutes, the Merging Company shall be merged with and into the Surviving Company.

ARTICLE II

The Merger shall become effective on December 31, 2002, at 11:59 p.m. Eastern Standard Time ("Effective Date").

ARTICLE III

The Merger shall be effected in accordance with Section 368(a)(1)(F) of the Internal Revenue Code.

ARTICLE IV

The Operating Agreement and the Certificate of Formation of the Surviving Company will not be amended by virtue of the Merger and the name of the Surviving Company will remain the same.

ARTICLE V

On the Effective Date, The directors and officers of the Merging Company will be the managers and officers, respectively, of the Surviving Company. Each manager and officer shall

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hold office until their respective successors are selected, as provided by the Operating Agreement of the Surviving Company. The business address for each manager is 21001 Van Born Road, Taylor, Michigan 48180. *(List attached on back)*

ARTICLE VI

On the Effective Date, the issued and outstanding common stock of the Merging Company shall, by virtue of the Merger, cease to exist and be canceled without payment of any consideration therefor. The units of membership of the Surviving Company that are outstanding immediately prior to the Effective Date will not be affected by the Merger.

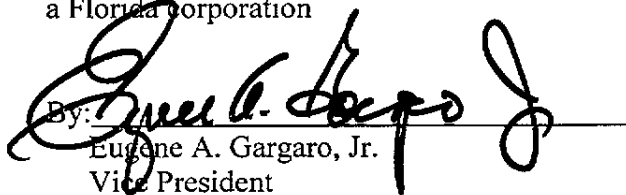
ARTICLE VII

On the Effective Date, the separate existence of the Merging Company shall cease and all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and property of every kind and description of the Merging Company shall be transferred to, vested in and devolved upon the Surviving Company without further act or deed and all property, rights, and every other interest of the Surviving Company and the Merging Company, shall as effectively be the property of the Surviving Company. The Merging Company hereby agrees, from time to time, as and when requested by the Surviving Company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further action as the Surviving Company may deem necessary or desirable in order to vest in and confirm to the Surviving Company title to and possession of any property of the Merging Company acquired or to be acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers, Directors and Managers of the Constituent Companies are fully authorized to take any and all such action.

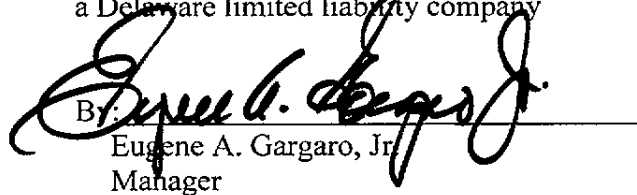
All rights of creditors and all liens upon the property of the Constituent Companies shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Company shall then be attached to the Surviving Company and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, the Constituent Companies have executed this Agreement as of the date first above written.

STORES SUPPORT, INC.
a Florida corporation

By: 
Eugene A. Gargaro, Jr.
Vice President

MILL'S PRIDE STORE SUPPORT, LLC
a Delaware limited liability company

By: 
Eugene A. Gargaro, Jr.
Manager

