

M80337

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**MERGER OR SHARE EXCHANGE
INTERNATIONAL ACADEMY OF MERCHANDISING & DESIGN,
INC**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

RECEIVED

11 DEC 22 AM 8:01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Effective date
12-31-11
merger
Revis
12-27-11
CC*

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1103, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (if known/ applicable)
International Academy of Merchandizing & Design, Inc.	Florida	M80337

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (if known/ applicable)
International Academy of Design & Technology, Inc.	Delaware	2763839

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 11 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)
at 2:19 p.m.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 22, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 22, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE FLORIDA

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionInternational Academy of
Merchandising & Design, Inc.FL

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionInternational Academy ofDesign & Technology, Inc.DE

Third: The terms and conditions of the merger are as follows:

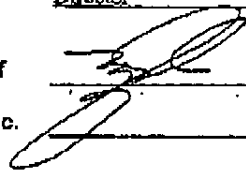
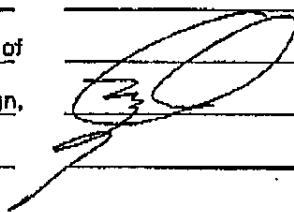
See attached Agreement and Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Agreement and Plan of Merger.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleInternational Academy of
Design & Technology, Inc.Michael J. Graham, Vice President
and CFOInternational Academy of
Merchandising & Design,
Inc.Michael J. Graham, Vice President
and CFO

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Attachment A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into as of December 22, 2011, by and between International Academy of Design & Technology, Inc., a Delaware corporation ("IADTI"), and International Academy of Merchandising & Design, Inc., a Florida corporation ("IAMDI"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Companies".

WHEREAS, IADTI owns 100% of the outstanding shares of IAMDI;

WHEREAS, IAMDI desires to acquire the properties and other assets, and to assume all of the liabilities and obligations of IADTI by means of a merger of IADTI with and into IAMDI under and pursuant to the terms and conditions of Title XXXVI, Chapter 607, Sections 1105 and 1107 of the Florida Business Corporation Act (the "FBCA"), and Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL") and this Plan of Merger, with IAMDI being the sole resulting and surviving party to the merger, and succeeding to all of the assets, rights and properties of IADTI;

WHEREAS, the Board of Directors of each of IADTI and IAMDI has, by resolution adopted by unanimous written consent, duly adopted and approved this Plan of Merger and directed that it be executed by the undersigned officers and that the Merger contemplated in this Plan of Merger be submitted to the sole shareholder of IADTI and IAMDI for approval; and

WHEREAS, IADTI and IAMDI intend that the Merger (defined below) will qualify as a non-taxable reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended and in effect on the date thereof, and the Treasury Regulations thereunder.

NOW THEREFORE, in consideration of the mutual covenants set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Companies hereby agree as follows:

**ARTICLE I
THE MERGER****SECTION 1.01. The Merger.**

(a) IADTI shall be merged with and into IAMDI, with IAMDI as the surviving entity ("Surviving Company"), pursuant to this Plan of Merger and in accordance with the FBCA and the DGCL (the "Merger"). This Plan of Merger is intended to and meets the requirements of an agreement of merger under the DGCL and an agreement of merger under the FBCA.

(b) Surviving Company shall file the Articles of Merger with the Secretary of State of the State of Florida, shall file the Certificate of Merger with the Secretary of State of the State of Delaware, and shall make all other filings or recordings required by Florida or Delaware law in connection with the Merger. The Merger shall become effective on December 31, 2011 at 2:10 a.m. (the "Effective Date"). On the Effective Date, the separate existence of IADTI shall cease and IADTI shall be merged with and into the Surviving Company.

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SECTION 1.02. Manner and Basis of Conversion of Shares. Upon the completion of the Merger, (a) each share of common stock of IAMDI that is then issued and outstanding shall remain issued and outstanding as one share of common stock of the Surviving Company, and (b) all shares of IADTI stock that are then issued and outstanding, and all certificates representing such stock, shall be cancelled and retired and all rights in respect thereof shall cease to exist.

ARTICLE II THE SURVIVING COMPANY

SECTION 2.01. Governing Documents. The Articles of Incorporation and the Bylaws of IAMDI shall remain effective as the Articles of Incorporation and Bylaws of the Surviving Company and shall not be changed as a result of or in connection with the Merger.

SECTION 2.02. Directors and Officers. The persons who are directors and officers of IAMDI on the Effective Date shall continue as directors and officers of the Surviving Company until their respective successors shall be duly elected and qualified.

ARTICLE III TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

SECTION 3.01. Transfer, Conveyance and Assumption. On the Effective Date, IAMDI shall continue in existence as the Surviving Company, and without further transfer, succeed to and possess all of the rights, privileges and powers of IADTI, and all of the assets and property of whatever kind and character of IADTI shall vest in IAMDI without further act or deed. Thereafter, IAMDI, as the Surviving Company, shall assume and be liable for all liabilities and obligations of IADTI, including all valid and enforceable rights of creditors and valid and enforceable liens, debts, liabilities, obligations, and duties, and all such liabilities and obligations may be enforced against IAMDI to the same extent as if they had been initially incurred or contracted by IAMDI.

ARTICLE IV CERTIFICATION

SECTION 4.01. Approval by IADTI. This Plan of Merger was duly adopted and approved by written consent of the Board of Directors and the sole shareholder of IADTI in accordance with the applicable laws of the State of Delaware and the Bylaws of IADTI.

SECTION 4.02. Approval by IAMDI. This Plan of Merger was duly adopted and approved by written consent of the Board of Directors and the sole shareholder of IAMDI in accordance with the applicable laws of the State of Florida and the Bylaws of IAMDI.

ARTICLE V CONDITIONS

SECTION 5.01. Termination. Notwithstanding approval of the Merger by the sole shareholder of IADTI and IAMDI, the Merger and this Plan of Merger may be abandoned at any

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time before or after such approval, but not later than the filing of the Articles of Merger, by the Board of Directors of each of the Constituent Companies, evidenced by and through appropriate resolutions. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Section 5.01, this Plan of Merger shall become void and have no effect and shall not impose any liability on the part of either of the Constituent Companies or their Board Directors or shareholders in respect thereof.

SECTION 5.02. Amendment. The Constituent Companies, by mutual consent of their respective Board of Directors, may at any time prior to the filing of the Articles of Merger amend this Plan of Merger in such manner as may be agreed upon by them in writing, subject to limitations imposed by applicable law.

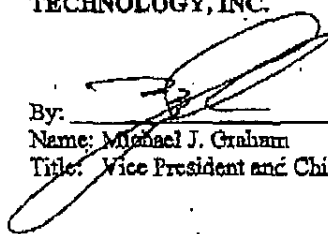
SECTION 5.03. Counterparts. This Plan of Merger may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original, and such counterparts taken together shall constitute but one and the same agreement.

[Signature page follows.]

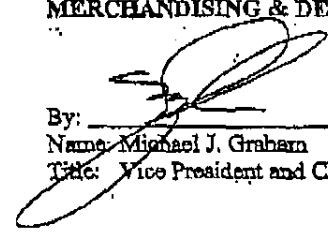
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

INTERNATIONAL ACADEMY OF DESIGN &
TECHNOLOGY, INC.

By: 
Name: Michael J. Graham
Title: Vice President and Chief Financial Officer

INTERNATIONAL ACADEMY OF
MERCHANDISING & DESIGN, INC.

By: 
Name: Michael J. Graham
Title: Vice President and Chief Financial Officer