

Division of Corporations

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P26438

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS  
2003 MAR -4 PM 4:59

MERGER OR SHARE EXCHANGE

LCI HOLDINGS, INC.

RECEIVED  
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Merger

3/5/03

DC

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ELLEN TRACY OF ELLENTON, INC., a Florida corporation, V15495

into

**LCI HOLDINGS, INC.**, a Delaware entity P26438

File date: March 4, 2003

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER  
OF  
ELLEN TRACY OF ELLENTON, INC.  
AND  
LCI HOLDINGS, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
2003 MAR -4 PM 4: 59

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Ellen Tracy of Ellenton, Inc., a business corporation organized under the laws of the State of Florida, with and into LCI Holdings, Inc., a business corporation organized under the laws of the State of Delaware.

2. The shareholders of Ellen Tracy of Ellenton, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent on ~~January 29~~ <sup>February 29</sup> 2003 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger provided for herein is permitted by the laws of the jurisdiction of organization of LCI Holdings, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of LCI Holdings, Inc. was ~~January 29~~ <sup>February 29</sup>, 2003.

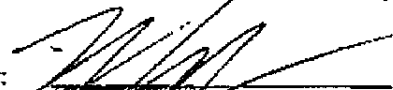
4. These Articles of Merger and the merger provided for herein shall be effective at, and not until, the time that these Articles of Merger shall have been filed with the Department of State of the State of Florida.

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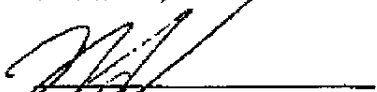
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Executed on: ~~February 27~~ 2003

ELLEN TRACY OF ELLENTON, INC.

By:   
Name: Nicholas J. Rubino  
Title: Vice President, Deputy General Counsel and Secretary

LCI HOLDINGS, INC.

By:   
Name: Nicholas J. Rubino  
Title: Vice President, Deputy General Counsel and Secretary

ELLEN TRACY

(H03000070221 4)

PLAN OF MERGER, adopted on Jan. 29, 2003 by resolution of the Board of Directors of Ellen Tracy of Ellenton, Inc., a business corporation organized under the laws of the State of Florida, and adopted on Jan. 29, 2003 by resolution of the Board of Directors of LCI Holdings, Inc., a business corporation organized under the laws of the State of Delaware.

1. Ellen Tracy of Ellenton, Inc. and LCI Holdings, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of LCI Holdings, Inc., be merged with and into a single corporation, to wit, LCI Holdings, Inc., which shall be the surviving corporation upon the effective time and date of the merger.
2. The separate existence of Ellen Tracy of Ellenton, Inc. shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.
3. The certificate of incorporation and bylaws of LCI Holdings, Inc. upon the effective time and date of the merger in the jurisdiction of its organization shall continue in full force and effect until amended or changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of LCI Holdings, Inc. and the bylaws of LCI Holdings, Inc.
4. The directors and officers of LCI Holdings, Inc. at the effective time and date of the merger in the jurisdiction of its organization shall continue to be the directors and officers of LCI Holdings, Inc., all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of LCI Holdings, Inc.
5. The issued shares of Ellen Tracy of Ellenton, Inc. shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.
6. The Plan of Merger herein made and approved shall be submitted to the shareholders of Ellen Tracy of Ellenton, Inc. for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger herein provided for shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of LCI Holdings, Inc.
7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of Ellen Tracy of Ellenton, Inc. in the manner prescribed by the Florida Business Corporation Act, and in the event that the merger herein provided for shall have been duly authorized in compliance with the laws of the jurisdiction of organization of LCI Holdings, Inc., the constituent corporations hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

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8. The Board of Directors and the proper officers of Ellen Tracy of Ellenton, Inc. and the Board of Directors and the proper officers of LCI Holdings, Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver or file any and all instruments, certificates and documents which shall be or become necessary, proper or advisable to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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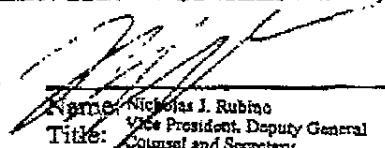
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IN WITNESS WHEREOF, the parties have executed this Plan of Merger on this 27th day of February, 2003.

ELLEN TRACY OF ELLENTON, INC.

By:

  
Name: Nicholas J. Rubino  
Title: Vice President, Deputy General Counsel and Secretary

LCI HOLDINGS, INC.

By:

  
Name: Nicholas J. Rubino  
Title: Vice President, Deputy General Counsel and Secretary

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