

P26438

Florida Department of State
Division of Corporations
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SECRET
TALLAHASSEE, FLORIDA

03 MAR -11 AM 10:29

To: Attention: Susan Payne
Division of Corporations
Fax Number : (850)205-0380

From: Account Name : CORPORATION SERVICE COMPANY /SAL
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

Thanks!

Per your conversation with Debbie Skipper, please file this with the date of March 4, 2003. Thanks!!!

MERGER OR SHARE EXCHANGE

LCI HOLDINGS, INC.

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DIVISION OF CORPORATIONS

Certificate of Status	0
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Page Count	06
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Merge
[Signature]

ARTICLES OF MERGER
Merger Sheet

MERGING:

ELLEN TRACY OF DESTIN, INC., a Florida corporation, document number
P94000055991

into

LCI HOLDINGS, INC., a Delaware entity P26438

File date: March 4, 2003

Corporate Specialist: Karen Gibson

MAR. -10' 03 (MON) 16:17
MAR. 10. 2003 3:09PM

CSC TALL
CORP SERVICES CO ^{MARKER LEVIN}

P. 002
NO. 5141 P. 2007/011

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

COMM-14 MAR 29
STATE OF FLORIDA
DEPARTMENT OF STATE

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 Destin, 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 Destin, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent on September 23, 2003 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger herein provided for 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 September 29, 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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CSC TALL
CORP SERVICES CO ^{MARKER LEVIN}

NO. 5141 P. 308/511 P. 003

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Executed on: ~~February 27~~, 2003

ELLEN TRACY OF DESTIN, INC.

By: 

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

LCI HOLDINGS, INC. 2

By: 

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

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CSC TALL
CORP SERVICES CO^{MANAGER LEVEL}

NO. 5141 P. 408/011 P. 004

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PLAN OF MERGER, adopted on 11 29, 2003 by resolution of the Board of Directors of Ellen Tracy of Destin, Inc., a business corporation organized under the laws of the State of Florida, and adopted on 11 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 Destin, 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 Destin, 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 Destin, 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 Destin, 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 or 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 Destin, 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 Destin, 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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CORP SERVICES CO ^{NAMBER LEVIN}

NO. 5141 P. 0011/011 P. 006

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

ELLEN TRACY OF DESTIN, INC.

By: 

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

LCI HOLDINGS, INC.

By: 

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

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