

Document Number Only

P38157

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002685824--7
-11/12/98--01065--025
****70.00 ****70.00

Merger

Saramas Realty Corp.

into:

Bardines, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Fict. Filing
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- UCC-1 UCC-3
- CUS
- After 4:30
- Pick Up

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 12 PM 2:33

FILED

Please Return Extra Copy(s)
Filed Stamp

NOV 12 1998

Thanks, Melanie

98 NOV 12 AM 11:29

RECEIVED

Name Availability
Document Examiner <i>ADR</i>
Updater <i>ADR</i>
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

400789, 00561, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

SARAMAAS REALTY CORP., a Florida corporation 237284

into

BURDINES, INC., an Ohio corporation P38157

File date: November 12, 1998

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1998

From:

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: BURDINES, INC.
Ref. Number: P38157

We have received your document for BURDINES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

To:

Annette Ramsey
Corporate Specialist

Letter Number: 198A00054872

*Please back-date
this filing to
11-12-98*

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NOV 19 10 11 AM '98
DIVISION OF CORPORATIONS

98 NOV 12 PM 2:33
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1109 of the 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>
Saramaas Realty Corp. 7 West Seventh Street Cincinnati, Ohio 45202	Florida	Corporation

Florida Document/Registration Number: 237284 FEI Number: 13-105348

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>
Burdines, Inc. 22 East Flagler Street Miami, Florida 33131	Ohio	Corporation

Florida Document/Registration Number: P38157 FEI Number: 31-1239818

THIRD: The attached Plan of Merger meets the requirements of section 607.118 of the Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607 of the Florida Statutes on November 6, 1998.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdiction. on November 6, 1998.

FIFTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48 of the Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation that is a party to the merger.

SIXTH: The surviving entity agrees to pay the dissenting shareholders, partner, and/or members of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302 of the Florida Statutes.

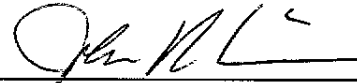
SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

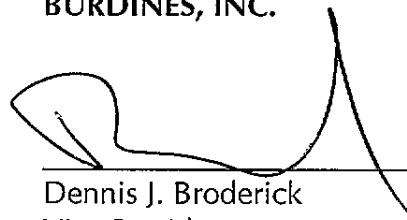
TENTH: SIGNATURE(S) FOR EACH PARTY:

SARAMAAS REALTY CORP.



John R. Sims
Vice President

BURDINES, INC.



Dennis J. Broderick
Vice President

AGREEMENT OF MERGER

This Agreement of Merger, to be effective as of November 6, 1998 (the "Agreement"), is made and entered into by and between Burdines, Inc., an Ohio corporation ("Burdines"), and Saramaas Realty Corp., a Florida corporation ("Saramaas").

RECITALS

A. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Burdines in accordance with Section 1701 of the Ohio General Corporation Law (the "OGCL").

B. This Agreement has been approved, adopted, certified, executed and acknowledged by the Board of Directors and the sole stockholder of Saramaas in accordance with Chapter 607 of the Florida Statutes.

NOW, THEREFORE, in consideration of the mutual agreements herein set forth, the parties hereto hereby agree as follows:

I. The Merger

1.1. Merger. At the Effective Time (as defined below), Saramaas will be merged with and into Burdines (the "Merger") and the separate corporate existence of Saramaas will thereupon cease in accordance with the applicable provisions of the OGCL and the Florida Statutes.

1.2. Effective Time. On or as promptly as practicable after the date hereof, Burdines and Saramaas (the "Constituent Corporations") will cause a Certificate of Merger to be filed with the Secretary of State of the State of Ohio and the Secretary of State of the State of Florida, as provided in the applicable provisions of the OGCL and the Florida Statutes, respectively. The merger will become effective for all purposes of the laws of each such State at the time of such filing with the Secretary of State thereof (the "Effective Time").

II. Effects of the Merger

2.1 Effects of Merger. Burdines will be the surviving corporation in the Merger (the "Surviving Corporation"). The Merger will have the effects specified in the OGCL.

2.2. Articles of Incorporation of the Surviving Corporation. From and after the Effective Time and until amended in accordance with their terms and the OGCL, the Articles of Incorporation of Burdines in effect immediately prior to the Effective Time will be the Articles of Incorporation of the Surviving Corporation.

2.3 Regulations of the Surviving Corporation. The Regulations of Burdines in effect immediately prior to the Effective Time will be the governing Regulations of the Surviving Corporation from and after the Effective Time and until amended in accordance with their terms and the OGCL.

2.4 Directors and Officers of the Surviving Corporation. The directors and officers of Burdines immediately prior to the Effective Time will be the directors and officers of the Surviving Corporation from and after the Effective Time and until their successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the terms of the Articles of Incorporation and Regulations of the Surviving Corporation and the OGCL.

2.5 Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Burdines and Saramaas, or any holders of the common stock, par value \$0.01 per share, of Burdines (the "Burdines Common Stock"), or the common stock, par value \$100.00 per share, of Saramaas (the "Saramaas Common Stock"), the following will occur:

(a) Each then issued and outstanding share of Burdines Common Stock immediately prior to the Merger will continue unchanged as an issued and outstanding share of common stock of the Surviving Corporation; and

(b) Each then issued and outstanding share of Saramaas Common Stock and each share of Saramaas Common Stock then held in Saramaas' treasury, if any, will be canceled and retired, and no payment will be made with respect thereto.

III. Miscellaneous

3.1 Further Assurances. If, at any time after the Effective Time, the Surviving Corporation considers or is advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Corporation its right, title, or interest in, to, or under any of the rights, properties, or assets of any of the Constituent Corporations acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out the purposes of this Agreement, the officers and directors of the Surviving Corporation will be authorized to execute and deliver, in the name and on behalf of


each of the Constituent Corporations or otherwise, all such deeds, bills of sale, assignments, and assurances and to take and do, in the name and on behalf of each of the Constituent Corporations or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any and all right, title, and interest in to, and under such rights, properties, or assets in the Surviving Corporation or otherwise to carry out the purposes of this Agreement.

3.2 Entire Agreement. This Agreement contains the entire agreement among the parties hereto with respect to the subject matter hereof, and supersedes all prior agreements among the parties with respect to such matters.

3.3 Counterparts. This Agreement may be executed in any number of counterparts, each of which will be deemed to be an original but all of which together will constitute but one agreement.

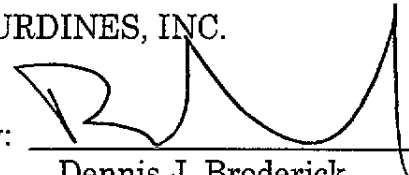
IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be duly executed as of the 6th day of November, 1998.

ATTEST:



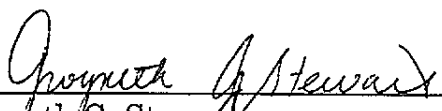
Jack B. Cox
Assistant Secretary

BURDINES, INC.

By: 

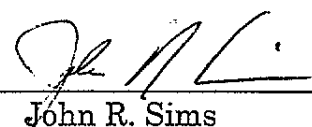
Dennis J. Broderick
Vice President

ATTEST:



Gwyneth G. Stewart
Assistant Secretary

SARAMAAS REALTY CORP.

By: 

John R. Sims
Vice President