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(Requestor's Name)

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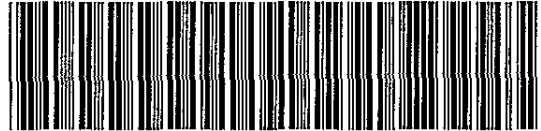
(Business Entity Name)

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CENTRAL FLORIDA STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P94-14351
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CT CORPORATION

December 26, 2002

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

Re: Order #: 5754578 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Cole South Beach Inc. (FL)
Merger (Survivor)
Florida

I also need a Certified Copy of this Filing!! Thanks!

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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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with Sections 607.1109, Florida, Statutes.

FIRST: The name, street address of its principal office, jurisdiction and entity type of the surviving party is as follows:

| | | |
|--|---------------------|--------------------|
| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
| Cole South Beach, Inc. ("Surviving Corporation") | Florida | corporation |

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SECOND: The name, street address of its principal office, jurisdiction and entity type of the merging party is as follows:

| | | |
|--|---------------------|---------------------------|
| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
| Cole West Palm Beach, L.L.C. ("Merging Party") | Delaware | Limited liability company |

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THIRD: The Agreement and Plan of Merger is attached hereto as Exhibit A (the "Merger Agreement"). The Merger Agreement meets the requirements of Section 607.1108, Florida Statutes, and was approved by the Surviving Corporation in accordance with Chapter 607, Florida Statutes.

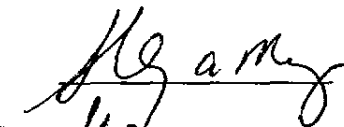
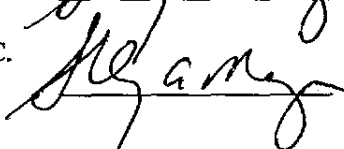
FOURTH: The Merger Agreement was approved by the Merging Party in accordance with the laws of its jurisdiction.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the operating agreement of the Merging Party.

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

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

NINTH: Signatures for each party:

| <u>Name of Entity</u> | <u>Signature</u> | <u>Name and Title of Individual</u> |
|------------------------------|---|---|
| Cole South Beach, Inc. |  | Stanley A. Mayer, Vice President and Director |
| Cole West Palm Beach, L.L.C. |  | Its: Managing Member Kenneth Cole Productions, Inc. By: Stanley A. Mayer Its: Executive Vice President |

AGREEMENT AND PLAN OF MERGER, dated as of December 18, 2002 ("Plan of Merger"), among COLE SOUTH BEACH, INC., a Florida corporation ("Cole South Beach" or the "Surviving Corporation"), COLE WEST PALM BEACH, L.L.C., a Delaware limited liability company, the ("Cole West Palm Beach" or the "Merging Company").

INTRODUCTION

The Plan of Merger is in compliance with Section 607.1108, F.S. and Section 18-209 of the Delaware Limited Liability Company Act.

The Surviving Corporation is a corporation duly incorporated and validly existing under the laws of the State of Florida, having been incorporated on February 22, 1994.

The Merging Company is a company duly organized and validly existing under the laws of the State of Delaware, having been formed on November 8, 1999.

The Board of Directors of the Surviving Corporation and the Managing Member of the Merging Company hereto deem it desirable, upon the terms and subject to the conditions herein stated, that Cole West Palm Beach be merged with and into Cole South Beach (the "Merger") and that Cole South Beach be the surviving corporation with the membership interest (the "Cole West Palm Beach Interest"), of Cole West Palm Beach converted into shares of common stock, par value \$0.01 (the "Cole South Beach Shares"), of Cole South Beach, and that the Cole West Palm Beach Interest in existence prior to the Merger be canceled so that after the Merger all of the outstanding Cole South Beach Shares will be owned by those who prior to the Merger owned all of the outstanding Cole West Palm Beach Interest.

The parties agree as follows:

ARTICLE I THE MERGER

1.1 On the Effective Date (as defined in Section 2.1 hereof), Cole West Palm Beach shall merge with and into Cole South Beach and continue as one corporation, with Cole South Beach as the surviving corporation. The name of Cole South Beach shall not be affected by the Merger. The Merging Company and the Surviving Corporation shall make the appropriate filings with the Secretaries of the States of Florida and Delaware.

1.2 Upon the Effective Date:

(a) the then outstanding Cole South Beach Interest shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one (1) Cole South Beach Share and no transfer of Cole West Palm Beach Interest, shall thereafter be registered; and

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FLORIDA

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(b) the holder of the Cole West Palm Beach Interest, immediately prior to the effective date of the Merger (each, a "*Merging Company Share Certificate*"), shall be entitled to receive a share certificate representing one Cole South Beach Share after the effective date of the Merger.

ARTICLE II
AUTHORIZATION

2.1 The record holder of the 100 issued and outstanding Cole South Beach Shares shall be entitled to vote on this Plan of Merger and the Merger as provided by the applicable law of the State of Florida. The record holder of the Cole West Palm Beach Interest shall be entitled to vote on this Plan of Merger and the Merger as provided by the applicable law of the State of Delaware. If this Agreement is duly adopted by the requisite votes of the members of Cole West Palm Beach and stockholders Cole South Beach and is not terminated, Articles of Merger, executed in accordance with the laws of the State of Florida (the "*Articles of Merger*"), shall be filed with the Secretary of State of the State of Florida and a Certificate of Merger, executed in accordance with the laws of the State of Delaware (the "*Certificate of Merger*"), shall be filed with the Secretary of State of the State of Delaware. The Merger shall become effective on the later of the time and date that the Articles of Merger are filed with the Secretary of State of the State of Florida and the date that Certificate of Merger is filed with Secretary of State of the State of Delaware, such date being referred to herein as the "*Effective Date*" of the Merger.

2.2 Each of Cole West Palm Beach and Cole South Beach represent and warrant to each other that they validly exist under the laws of the States of Delaware and Florida, respectively.

ARTICLE III
EFFECT OF THE MERGER

As of the Effective Date, the separate existences of Cole West Palm Beach shall cease; Cole South Beach shall thereupon possess all the respective rights, privileges, immunities and franchises, of a public as well as a private nature of Cole West Palm Beach, and all of the respective property, real, personal and mixed and all debts due on whatever accounts, including subscriptions to membership interests and all other choses in action, and each and every other interest of or belonging to or due to Cole West Palm Beach shall be deemed to be the rights, privileges, immunities, franchises, property, debts and interests of Cole South Beach without further act or deed, and the title to any real estate, or any interest therein, vested in Cole West Palm Beach shall not revert or in any way be impaired by reason of the Merger; and Cole South Beach shall thenceforth be responsible and liable for all of the respective liabilities and respective obligations of Cole West Palm Beach; and any claim existing or action or proceeding pending by or against Cole West Palm Beach, may be prosecuted as if the Merger had not taken place, or Cole South Beach may be substituted in its place. Neither the rights of creditors nor any liens upon the property of Cole West Palm Beach, shall be impaired by the Merger.

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ARTICLE IV
ORGANIZATIONAL DOCUMENTS

The certificate of incorporation and the by-laws of Cole South Beach in effect on the Effective Date shall continue to be certificate of incorporation and by-laws, respectively, of Cole South Beach after the Effective Date until amended in accordance with applicable law.

ARTICLE V
DIRECTORS AND OFFICERS

From and after the Effective Date, until successors are duly elected or appointed in accordance with applicable law, (i) the directors of Cole South Beach on the Effective Date of the Merger shall be the directors of Cole South Beach and (ii) the officers of Cole South Beach on the Effective Date shall be the officers of Cole South Beach.

ARTICLE VI
AMENDMENTS

This Plan of Merger may be supplemented or amended in any manner at any time and from time to time before the Effective Date of the Merger without any action by the stockholders of the Merging Company and the Surviving Corporation save with respect to the terms of conversion set forth in Section 1.2 above. Any supplement or amendment to this Plan of Merger must be in writing and executed by each of the Merging Company and the Surviving Corporation. This Plan of Merger may be terminated and the Merger abandoned at any time prior to effective date of the Merger by action taken by the Managing Member of the Merging Company and the Board of Directors of the Surviving Corporation.

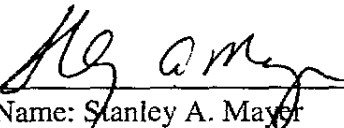
ARTICLE VII
GOVERNING LAW

THIS AGREEMENT AND PLAN OF MERGER SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA (WITHOUT GIVING EFFECT TO ANY CHOICE OR CONFLICT OF LAWS PROVISIONS).

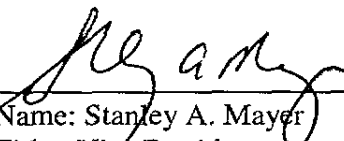
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have each caused this Agreement and Plan of Merger to be executed by its authorized officer as of the date first above written.

COLE SOUTH BEACH, INC.,
a Florida corporation

By: 
Name: Stanley A. Mayer
Title: Vice President and Director

COLE WEST PALM BEACH, L.L.C.,
a Delaware limited liability company

By: 
Name: Stanley A. Mayer
Title: Vice President

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

COLE WEST PALM BEACH, L.L.C., a delaware entity, M00000002007

INTO

COLE SOUTH BEACH, INC., a Florida entity, P94000014351

File date: December 26, 2002

Corporate Specialist: Tammi Cline