# 8000103380



ACCOUNT NO. : 07210000032

REFERENCE :

521135

5030273

AUTHORIZATION : -

COST LIMIT : \$ 70.00

ORDER DATE: December 24, 2001

ORDER TIME :

9:09 AM

ORDER NO. : 521135-135

CUSTOMER NO:

5030273

500004738305--9

CUSTOMER:

Jeffrey A. Klein, Esq

Urban Brands, Inc.

100 Metro Way

Secaucus, NJ 07094

### ARTICLES OF MERGER

KIDSPOT OF CENTRAL FLORIDA,

INC.

INTO

LARGE APPAREL OF FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

# ARTICLES OF MERGER Merger Sheet MERGING: KIDSPOT OF CENTRAL FLORIDA, INC., a Florida corporation, P98000105806 INTO LARGE APPAREL OF FLORIDA, INC., a Florida entity, P98000103380. File date: December 26, 2001

Amount charged: 70.00

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

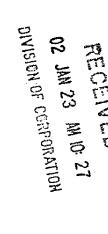
December 26, 2001

CSC

TALLAHASSEE, FL

SUBJECT: LARGE APPAREL OF FLORIDA, INC.

Ref. Number: P98000103380



We have received your document for LARGE APPAREL OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The merger should include 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.

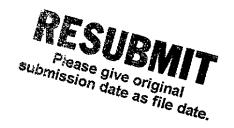
Please fill out the plan of merger instead of unanimous written consent of directors or shareholders.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Doug Spitler Document Specialist

Letter Number: 801A00067052



# **ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	<u>Jurisdiction</u>	·
LARGE APPAREL OF FLORIDA, INC.	FLORIDA	O ( ALL)
Second: The name and jurisdiction of each me	erging corporation:	FIL DEC 26 XETARY AHASSE
<u>Name</u>	Jurisdiction	
KIDSPOT OF CENTRAL FLORIDA, INC.	FLORIDA	4: D4
•		
Third: The Plan of Merger is attached.  Fourth: The merger shall become effective on Department of State	the date the Articles of Merger are fi	led with the Florida
OR / / (Enter a specific date than 90 days in the	te. NOTE: An effective date cannot be prior e future.)	to the date of filing or more
Fifth: Adoption of Merger by surviving corporate Plan of Merger was adopted by the shareho		
The Plan of Merger was adopted by the board o 12/19/2001 and shareholder app		on on
<b>Sixth:</b> Adoption of Merger by <u>merging</u> corpor The Plan of Merger was adopted by the shareho	• • •	
The Plan of Merger was adopted by the board o 12/19/2001 and shareholder app	of directors of the merging corporation proval was not required.	n(s) on

(Attach additional sheets if necessary)

# Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	111	Typed or Printed Name of Individual & Title		
Large Apparel of Florida, Inc.			Robert S. Bland, President		
idspot of Central Flo	rida, //	Mey	Robert S. Bland, President		
		<u></u>	t		
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# PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

Name

LARGE APPAREL OF FLORIDA, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

KIDSPOT OF CENTRAL FLORIDA, INC.

FLORIDA

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

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 sheet.

See attached sheet.

(Attach additional sheets if necessary)

PLAN OF MERGER
OF
LARGE APPAREL OF FLORIDA, INC.
AND
KIDSPOT OF CENTRAL FLORIDA, INC.
INTO
LARGE APPAREL OF FLORIDA, INC.

### Page 2 Additional Sheet

## (filed with the Secretary of State of Florida)

Third: The terms and conditions set forth herein were advised, authorized, and approved by the merging corporation and the surviving corporation, in the manner and by the vote required by their respective Charters and by the laws of the State of Florida. The Boards of Directors and Shareholders of both corporations, respectively, advised, authorized, and approved these Articles of Merger, each by an unanimous consent. Effective upon filing Kidspot of Central Florida, Inc. shall merge into Large Apparel of Florida, Inc. The Charter of the Surviving Corporation in effect on the Effective Date, (as hereinafter defined) shall be the Charter of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and in accordance with applicable law. The By-Laws of Surviving Corporation in effect on the Effective Date shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and in accordance with applicable law.

Fourth: The Merging Corporation has the authority to issue 200 shares of Common Stock, without par value, of which 200 shares of Common Stock are issued and outstanding. The Surviving Corporation has the authority to issue 200 shares of Common Stock, without par value, of which 200 Shares of Common Stock are issued and outstanding. This merger shall be effective upon the date of the filing of the Articles of Merger (the "Effective Date"). Upon the Effective Date, all shares of the Merging Corporation Common Stock shall be cancelled and the Merging Corporation shall cease to exist without consideration. The Survivor Corporation Common Stock shall remain unchanged.