P98000103380

CSC

ACCOUNT NO. : 072100000032

REFERENCE : 521135 5030273

AUTHORIZATION :

COST LIMIT : $ 70.00

FILED
01 DEC 26 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

RECEIVED
01 DEC 26 AM 10:38
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

________ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: ________

C. Coulliette JAN 23 2002

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

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032 Amount charged: 70.00

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
02 JAN 23 AM 10: 27
DIVISION OF CORPORATION

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

RESUBMIT
Please give original submission date as file date.

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	Jurisdiction
LARGE APPAREL OF FLORIDA, INC.	FLORIDA

FILED
01 DEC 26 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction
KIDSPOT OF CENTRAL FLORIDA, INC.	FLORIDA

Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the surviving corporation on ______________.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/19/2001 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on ______________.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/19/2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Large Apparel of Florida, Inc.	[signature]	Robert S. Bland, President
Kidspot of Central Florida, Inc.	[signature]	Robert S. Bland, President

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	Jurisdiction
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:

See attached sheet.

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.

(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.