

260459



ACCOUNT NO. : 072100000032

REFERENCE : 110312 4312787

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : January 25, 1999

ORDER TIME : 10:09 AM

ORDER NO. : 110312-005

CUSTOMER NO: 4312787

CUSTOMER: Kyle Saxon, Esq
Catlin Saxon Tuttle And Evans,
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

Morgan

100002753261--2

ARTICLES OF MERGER

LA EPOCA INTERNATIONAL CORP.

INTO

LA EPOCA DEPARTMENT STORES,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

FILED
99 JAN 25 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN 25 AM 11:28
DIVISION OF CORPORATION

1/26/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

LA EPOCA INTERNATIONAL CORP., a Florida corporation 475996

INTO

LA EPOCA DEPARTMENT STORES, INC., a Florida corporation, 260459

File date: January 25, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER

OF

LA EPOCA INTERNATIONAL CORP.

AND

LA EPOCA DEPARTMENT STORES, INC.

99 JAN 25 AM 11:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned duly authorized officers of La Epoca International Corp. and La Epoca Department Stores, Inc., both corporations of the State of Florida, hereby file these Articles of Merger in order to effect a merger under the laws of the State of Florida.

ARTICLE I
MERGER

La Epoca International Corp. (referred to hereinafter as the "Merged Corporation") shall merge with and into La Epoca Department Stores, Inc. (referred to hereinafter as the "Surviving Corporation"), in accordance with the terms and conditions set forth in the AGREEMENT AND PLAN OF MERGER duly adopted by the Board of Directors of the Corporations and approved by the shareholders of the Corporations in accordance with the provisions of the Florida Business Corporation Act. The corporate existence of the Merged Corporation shall cease at the Effective Time of the merger. La Epoca Department Stores, Inc. will continue in existence as the Surviving Corporation after the Effective Time of the merger.

ARTICLE II
ARTICLES OF INCORPORATION
OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of La Epoca Department Stores, Inc. until amended in accordance with the Florida Business Corporation Act.

ARTICLE III
AMENDMENT TO ARTICLES OF INCORPORATION
OF SURVIVING CORPORATION

At the Effective Time, Article III of the Articles of Incorporation of the Surviving Corporation, titled "Capital Stock", shall be amended in its entirety to read as follows:

"The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Eight Hundred (800) shares of common stock having a nominal or par value of Two Hundred (\$200.00) Dollars per share. All said shares shall be

payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors."

ARTICLE IV
SHAREHOLDER APPROVAL

The AGREEMENT AND PLAN OF MERGER was approved by a consent in writing signed by the shareholders of each of the Corporations on October 31, 1998, pursuant to the provisions of Section 607.0704 of the Florida Business Corporation Act.

ARTICLE V
CONVERSION OF CAPITAL STOCK

The shareholders of the Merged Corporation will become shareholders of the Surviving Corporation after the merger. As a result thereof, the outstanding shares of Common Stock, par value \$50.00 per share, of the Merged Corporation will automatically be converted into shares of Common Stock, par value \$200.00 per share, of the Surviving Corporation at a rate of one share of the Surviving Corporation Common Stock for four shares of the Merged Corporation Common Stock.

ARTICLE VI
EFFECTIVE TIME

The merger contemplated herein shall become effective on the filing of these Articles with the Department of State of the State of Florida, pursuant to Section 607.1105 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned officers have hereunto set their hands this 31st day of October, 1998.

(CORPORATE
SEAL)

ATTEST:

LA EPOCA INTERNATIONAL CORP.


JOSE ALONSO, Secretary

By: 
ANTONIO ALONSO, President

(CORPORATE
SEAL)

ATTEST:

LA EPOCA DEPARTMENT STORES, INC.


JOSE ALONSO, Secretary

By:


ANTONIO ALONSO, President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 31st day of October, 1998, by ANTONIO ALONSO and JOSE ALONSO, as President and Secretary, respectively, of LA EPOCA INTERNATIONAL CORP. and ANTONIO ALONSO and JOSE ALONSO, President and Secretary, respectively, of LA EPOCA DEPARTMENT STORES, INC. on behalf of the corporations. They are personally known to me or have produced _____ as identification and did not take an oath.


Name:

Notary Public, State of Florida

My Commission Expires:

