

260459



ACCOUNT NO. : 072100000032

REFERENCE : 120456 4312787

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 78.75

ORDER DATE : February 2, 1999

ORDER TIME : 10:56 AM

ORDER NO. : 120456-005

CUSTOMER NO: 4312787

500002762155--1

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

ARTICLES OF MERGER

HABITAT ADVERTISING AGENCY,  
INC.

INTO

LA EPOCA DEPARTMENT STORES,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED  
99 FEB -2 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECORDED  
99 FEB -2 PM 12:12  
DIVISION OF CORPORATION

*Joe 2/2*

**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**HABITAT ADVERTISING AGENCY, INC.,** a Florida corporation, F47145

**INTO**

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

File date: February 2, 1999

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER  
OF  
HABITAT ADVERTISING AGENCY, INC.  
AND  
LA EPOCA DEPARTMENT STORES, INC.

FILED  
99 FEB -2 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned duly authorized officers of Habitat Advertising Agency, Inc. 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

Habitat Advertising Agency, Inc. (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  
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 IV  
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 \$10.00 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 twenty shares of the Merged Corporation Common Stock.

ARTICLE V  
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 31<sup>st</sup> day of October, 1998

(CORPORATE  
SEAL)

ATTEST:

HABITAT ADVERTISING AGENCY, INC.

  
\_\_\_\_\_  
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 31<sup>st</sup> day of October, 1998, by ANTONIO ALONSO and JOSE ALONSO, as President and Secretary, respectively, of HABITAT ADVERTISING AGENCY, INC. 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.

Marilyn M. Kaye  
Name:  
Notary Public, State of Florida  
My Commission Expires:

