

DEC. 4. 2001 12:02 PM

BROAD. CASSEL

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315500

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

PERRY ELLIS INTERNATIONAL, INC.

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

merger

12/4/01

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ARTICLES OF MERGER
Merger Sheet

MERGING:

PERRY ELLIS INTERNATIONAL LICENSING CORP., a New York corporation
not qualified to transact business in the State of Florida,

INTO

PERRY ELLIS INTERNATIONAL, INC., a Florida entity, 315500

File date: December 4, 2001

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER
of
PERRY ELLIS INTERNATIONAL, INC.
(a Florida corporation)
and
PERRY ELLIS INTERNATIONAL LICENSING CORP.
(a New York corporation)

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporations Act (the "Act"), **PERRY ELLIS INTERNATIONAL, INC.**, a Florida corporation (the "Surviving Corporation"), and **PERRY ELLIS INTERNATIONAL LICENSING CORP.**, a New York corporation (the Disappearing Corporation"), hereby file these Articles of Merger providing as follows:

1. Plan of Merger. Attached as Exhibit A is a copy of the Plan of Merger dated as of October 25, 2001 describing the merger between the Disappearing Corporation and the Surviving Corporation.

2. Effective Time. The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective on the date on which the last of the filings of the Articles of Merger with the Florida Department of State and the Certificate of Merger with the New York Department of State has been made.

3. Shareholder Approval. Pursuant to the provisions of Section 607.1104 of the Act, the approvals of the shareholders of the Disappearing Corporation and the Surviving Corporation are not required because the Disappearing Corporation is a wholly-owned subsidiary of the Surviving Corporation.

4. Adoption of Plan of Merger. The Plan of Merger was adopted and approved in accordance with the provisions of the Act by the unanimous written consent of the board of directors of each of the Surviving Corporation and the Disappearing Corporation on October 25, 2001.

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IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of the Surviving Corporation and the Disappearing Corporation, as of October 25, 2001.

PERRY ELLIS INTERNATIONAL, INC.,
a Florida corporation

By: Rosemary B. Trueman
Name: Rosemary B. Trueman
Title: VP Finance

**PERRY ELLIS INTERNATIONAL
LICENSING CORP.,** a New York corporation

By: Karen Bingham
Name: Karen Bingham
Title: Vice President

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EXHIBIT A

**PLAN OF MERGER
OF
PERRY ELLIS INTERNATIONAL LICENSING CORP.
AND
PERRY ELLIS INTERNATIONAL, INC.**

THIS PLAN OF MERGER (the "Plan") is entered into as of this 25 day of October 2001, by and between PERRY ELLIS INTERNATIONAL LICENSING CORP., a New York corporation (the "Disappearing Corporation"), and PERRY ELLIS INTERNATIONAL, INC., a Florida corporation (the "Surviving Corporation").

R E C I T A L S:

A. The Disappearing Corporation is a corporation duly organized and existing under the laws of the State of New York.

B. The Surviving Corporation, formally known as Supreme International Corporation, is a corporation duly organized and existing under the laws of the State of Florida.

C. The Disappearing Corporation is a wholly-owned subsidiary of the Surviving Corporation.

D. The directors of each of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the respective shareholders of those corporations.

E. Each of the Disappearing Corporation and the Surviving Corporation has agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the States of Florida and New York.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan and in order to consummate the transactions described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to this Plan, agree as follows:

1. **Merger.** The Disappearing Corporation shall be merged with and into the Surviving Corporation.

2. **Filing and Effective Time.** The Surviving Corporation shall file Articles of Merger with the Florida Department of State pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), and file the Certificate of Merger with the New York Department of State pursuant to Section 907 of the New York Business Corporation Law (the

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"BCL"). The effective date of the merger (the "Effective Date") shall be the date on which the last of these filings has been made.

3. Surviving Corporation. The Surviving Corporation shall continue its existence under its current name pursuant to the provisions of the FBCA, and all the property, rights, privileges, powers and franchises of each of the Surviving Corporation and the Disappearing Corporation shall vest in the Surviving Corporation, and all debts, liabilities and duties of each of the Surviving Corporation and the Disappearing Corporation shall become the debts, liabilities and duties of the Surviving Corporation. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall remain the Articles of Incorporation and the Bylaws of the Surviving Corporation following the merger without amendment.

4. Disappearing Corporation. The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger.

5. Disappearing Corporation Stock. The Disappearing Corporation has 50 shares of outstanding common stock (the "Stock"), which Stock is the only class of securities outstanding of the Disappearing Corporation. All of the Stock is owned by the Surviving Corporation.

6. Surviving Corporation Stock. The Surviving Corporation has 6,579,537 shares of outstanding common stock (the "SC Stock"), which SC Stock is the only class of securities outstanding of the Surviving Corporation.

7. Terms of the Merger. On the Effective Date, by virtue of the merger, the Stock of the Disappearing Corporation issued and outstanding immediately prior to the Effective Date shall be converted into one share of common stock of the Surviving Corporation. Each stock certificate of the Disappearing Corporation evidencing ownership of any of its shares shall continue to evidence ownership of such shares of capital stock of the Surviving Corporation.

8. Approval. The transactions contemplated by this Plan have previously been submitted to and approved by the Boards of Directors of each of the Disappearing Corporation and the Surviving Corporation. Subsequent to the execution of this Plan by the appropriate officers of each of the Disappearing Corporation and the Surviving Corporation, the proper officers of each corporation shall cause to be executed and filed such documents prescribed by the laws of the States of Florida and New York and to perform all such further acts as may be necessary or proper to render effective the merger contemplated by this Plan.

9. Shareholder Dissent. The shareholder of the Disappearing Corporation, which except for the applicability of Section 607.1104 of the FBCA would be entitled to vote and which complies with the provisions of the FBCA regarding the rights of dissenting shareholders, shall be entitled to be paid the fair market value of its shares.

10. Governing Law. This Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

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11. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things necessary, proper or advisable to effectuate the merger.

12. Counterparts. This Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

[SIGNATURES ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations
~~have executed this Plan as of the date first above written.~~

"DISAPPEARING CORPORATION"

~~PERRY ELLIS INTERNATIONAL LICENSING~~
CORP. a New York corporation

By: Karen BinghamName: Karen BinghamTitle: Vice President**"SURVIVING CORPORATION"**

PERRY ELLIS INTERNATIONAL, INC.
a Florida corporation

By: Rosemary B. TrudisName: Rosemary B. TrudisTitle: V. Pres. Finance

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