

Florida Department of State  
Division of Corporations  
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((H160003125693)))

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To: Division of Corporations  
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*Albritton*

DEC 22 2016

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\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

MERGER OR SHARE EXCHANGE  
BURLINGTON COAT FACTORY WAREHOUSE CORPORATION

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$60.00 |

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Burlington Coat Factory of Florida, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Legal Dept., C/O Neveen Okaily

Contact Person

Burlington Stores, Inc.

Firm/Company

1830 Route 130 North

Address

Burlington, NJ 08016

City, State and Zip Code

neveen.okaily@burlingtonstores.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nevcen Okaily

at

609-

387-7800

Name of Contact Person

Area Code

Daytime Telephone Number

☐ **Certified copy (optional) \$30.00**

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

CR2E080 (2/14)

**EFFECTIVE DATE**  
12/31/2016

**Articles of Merger  
 For  
 Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u>                             | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|-----------------------------------------|---------------------|---------------------------|
| Burlington Coat Factory of Florida, LLC | Florida             | Limited Liability Company |
| _____                                   | _____               | _____                     |
| _____                                   | _____               | _____                     |
| _____                                   | _____               | _____                     |

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u>                            | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|----------------------------------------|---------------------|-------------------------|
| Burlington Coat Factory Warehouse Corp | Delaware            | Corporation             |
| _____                                  | _____               | _____                   |

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2016

**SEVENTH:** Signature(s) for Each Party:

| Name of Entity/Organization:                  | Signature(s):                                                                       | Typed or Printed Name of Individual: |
|-----------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------|
| Burlington Coat Factory of Florida, LLC       |  | Christopher Schaub                   |
| Burlington Coat Factory Warehouse Corporation |  | Christopher Schaub                   |
| _____                                         | _____                                                                               | _____                                |
| _____                                         | _____                                                                               | _____                                |

|                                   |                                                                                                         |
|-----------------------------------|---------------------------------------------------------------------------------------------------------|
| Corporations:                     | Chairman, Vice Chairman, President or Officer<br>(If no directors selected, signature of incorporator.) |
| General partnerships:             | Signature of a general partner or authorized person                                                     |
| Florida Limited Partnerships:     | Signatures of all general partners                                                                      |
| Non-Florida Limited Partnerships: | Signature of a general partner                                                                          |
| Limited Liability Companies:      | Signature of an authorized person                                                                       |

|                                                  |         |                                   |         |
|--------------------------------------------------|---------|-----------------------------------|---------|
| <b>Fees:</b> For each Limited Liability Company: | \$25.00 | For each Corporation:             | \$35.00 |
| For each Limited Partnership:                    | \$52.50 | For each General Partnership:     | \$25.00 |
| For each Other Business Entity:                  | \$25.00 | <u>Certified Copy (optional):</u> | \$30.00 |