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MERGER OR SHARE EXCHANGE

FARNER'S CHILDREN'S WEAR, INC.

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

FARNERS SHOE STORE, INC., a Florida corporation, document number  
249101

INTO

**FARNER'S CHILDREN'S WEAR, INC.**, a Florida entity, 154683.

File date: June 28, 2001 , effective June 30, 2001

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER  
MERGING FARNERS SHOE STORE, INC.  
INTO FARNER'S CHILDREN'S WEAR, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Farners Shoe Store, Inc., a Florida corporation, into Farners Children's Wear, Inc., a Florida corporation.

1. A copy of the Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A and incorporated fully herein by this reference.

2. This merger shall become effective on June 30, 2001.

EFFECTIVE DATE

6/30/01

3. The Plan was adopted and approved by the directors and shareholders of Farners Shoe Store, Inc., on June 27, 2001.

4. The Plan was adopted by the directors of Farners Children's Wear, Inc., on June 27, 2001. The approval of the shareholders of Farners Children's Wear, Inc., was not required.

Date: June 27, 2001

FARNERS SHOE STORE, INC.

By: Bessie B Edelstein  
Bessie B. Edelstein, President

Date: June 27, 2001

FARNER'S CHILDREN'S WEAR, INC.

By: Bessie B Edelstein  
Bessie B. Edelstein, President

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## EXHIBIT "A"

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan") is adopted this 24<sup>th</sup> day of June, 2001, by FARNER'S CHILDREN'S WEAR, INC., a Florida corporation (hereinafter referred to alternatively as "FCW" or the "Surviving Corporation"), and FARNERS SHOE STORE, INC., a Florida corporation (hereinafter referred to as "FSS").

WHEREAS, to achieve administrative and operating economies, and to eliminate duplicative overhead expenses, the constituent corporations desire to merge on the terms hereinafter set forth.

NOW, THEREFORE, in consideration of the foregoing premises, FCW and FSS hereby agree as follows:

1. The Merger.

(a) Effect of Merger. On the Effective Date (as defined in paragraph 3(a) of this Plan), FSS will be merged with and into FCW, pursuant to and in accordance with Section 607.1101 of the Florida Business Corporation Act (the "Act") and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The separate existence of FSS shall thereupon cease, and FCW, as the Surviving Corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of FSS, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

(b) Further Assurances. From time to time as and when requested by FCW or its successors or assigns, the officers and directors of FSS last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other actions as shall be necessary to vest or perfect in or to confirm of record or otherwise FCW's title to, and possession of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of FSS, and otherwise to carry out the purposes of this Plan.

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(c) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of FCW, as amended and in effect immediately prior to the Effective Date shall, without any amendments, be the Articles of Incorporation and Bylaws of the Surviving Corporation until further amended as provided by law.

(d) Officers and Directors. The officers and directors of FCW in office on the Effective Date shall remain the officers and directors of the Surviving Corporation for their remaining term and until their successors are duly appointed and qualify.

2. Treatment of Shares.

(a) FCW. Each share of FCW capital stock issued and outstanding prior to the Effective Date and all rights in respect thereof shall be unaffected by the merger and shall, upon the Effective Date, remain issued and outstanding, fully paid and non-assessable.

(b) FSS.

(i) On the Effective Date, each share of FSS common stock issued and outstanding immediately prior to the Effective Date, and all rights in respect thereof, shall, by virtue of the merger and without any action on the part of FSS or FCW, and all rights in respect thereof, be converted into .058840 shares of the presently authorized and unissued common stock of FCW.

(ii) After the Effective Date, no shares of capital stock of FSS will be deemed to be issued or outstanding or to have any rights other than those set forth above in this paragraph 2(b).

(c) Surrender of Certificates. On or after the Effective Date, the holders of outstanding common stock of FSS will surrender to the Surviving Corporation the certificates evidencing their issued and outstanding capital stock of FSS for cancellation.

3. General Provisions.

(a) Effective Date. The merger of FSS into FCW shall become effective (the "Effective Date") at 11:59 p.m. on June 30, 2001.

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(b) Choice of Law. This Plan shall be governed by, and construed and enforced in accordance with, the laws of Florida, excluding the laws of Florida relating to the resolution of conflicts among laws of different jurisdictions.

(c) Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the merger abandoned (subject to contractual rights, if any) by the Board of Directors of either constituent corporation, notwithstanding favorable action by the shareholders of the respective constituent corporations.

IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers on the date first written above.

FARNER'S CHILDREN'S WEAR, INC.

By: Bessie B Edelstein  
Bessie B. Edelstein, President

FARNERS SHOE STORE, INC.

By: Bessie B Edelstein  
Bessie B. Edelstein, President

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