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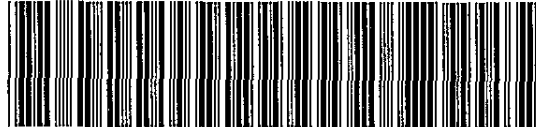
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. Orellana FEB 10 2004



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 425410 5028492

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : February 4, 2004

ORDER TIME : 11:21 AM

ORDER NO. : 425410-005

CUSTOMER NO: 5028492

CUSTOMER: Evelyn Pelicot Bellew
American Retail Group, Inc.
28th Floor
1114 Avenue Of The Americas
New York, NY 10036

ARTICLES OF MERGER

OHRBACH'S, INC.

INTO

CAMBRIAN MANAGEMENT LIMITED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

OF

OHRBACH'S, INC.

AND

CAMBRIAN MANAGEMENT LIMITED

FILED
04 FEB -9 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Ohrbach's, Inc. with and into CAMBRIAN MANAGEMENT LIMITED.

2. The shareholders of CAMBRIAN MANAGEMENT LIMITED entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on February 2, 2004 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Ohrbach's, Inc. with and into CAMBRIAN MANAGEMENT LIMITED is permitted by the laws of the jurisdiction of organization of CAMBRIAN MANAGEMENT LIMITED and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of CAMBRIAN MANAGEMENT LIMITED was February 2, 2004.

4. The effective time and date of the merger herein

provided for in the State of Florida shall be at 11:59 p.m. on February 28th, 2004.

Executed on February 2, 2004.

OHRBACH'S, INC.

By: Howard Jackson
Howard Jackson
Vice President & Treasurer

By: Ralph De Filippo
Ralph De Filippo
Assistant Treasurer

CAMBRIAN MANAGEMENT LIMITED

By: Howard Jackson
Howard Jackson
Vice President & Treasurer

By: Ralph De Filippo
Ralph De Filippo
Assistant Treasurer

PLAN OF MERGER adopted by the Board of Directors of CAMBRIAN MANAGEMENT LIMITED on February 2, 2004.

1. CAMBRIAN MANAGEMENT LIMITED, which is a business corporation incorporated under the laws of the State of New York and is the owner of all of the outstanding shares of Ohrbach's, Inc., which is a business corporation incorporated under the laws of the State of Florida, hereby merges Ohrbach's, Inc. into CAMBRIAN MANAGEMENT LIMITED pursuant to the provisions of the laws of the jurisdiction of incorporation of Ohrbach's, Inc. and pursuant to the provisions of the Business Corporation Law of the State of New York.

2. The name under which CAMBRIAN MANAGEMENT LIMITED was formed is Cardiff Services, Inc.

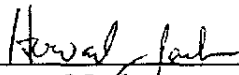
3. The number of outstanding shares of Ohrbach's, Inc. is 5 shares, all of which are of one class, and all of which are owned by CAMBRIAN MANAGEMENT LIMITED.

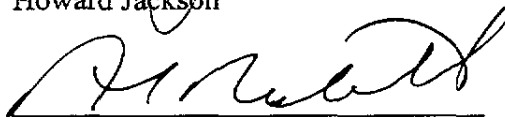
4. The separate existence of Ohrbach's, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the laws of the jurisdiction of its incorporation; and CAMBRIAN MANAGEMENT LIMITED shall continue its existence as the surviving corporation pursuant to the provisions of the Business Corporation Law of the State of New York.

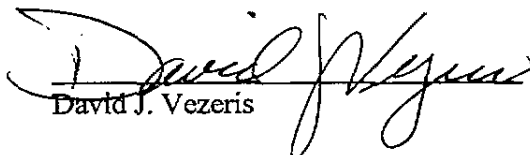
5. The issued shares of Ohrbach's, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

6. The Board of Directors and the proper officers of Ohrbach's, Inc. and of CAMBRIAN MANAGEMENT LIMITED, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of February 2, 2004.


Howard Jackson


Ronald G. Nesbitt


David J. Vezeris