

469559

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

500002978465--4
-09/03/99--01071--008
*****35.00 *****35.00

*Merger
10-6-99
DWS*

500002978465--4
-10/05/99--01092--003
*****70.00 *****43.75

Examiner's Initials	
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMY JESS, INC., a Florida corporation, H01321

INTO

MISHY SPORTSWEAR, INC., a Florida entity, 469559

File date: September 3, 1999

Corporate Specialist: Doug Spitler



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 20, 1999

MISHY SPORTSWEAR, INC.
13200 N.W. 45TH AVENUE
OPA LOCKA, FL 33054

SUBJECT: MISHY SPORTSWEAR, INC.
Ref. Number: 469559

We have received your document for MISHY SPORTSWEAR, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE SEND AN ADDITIONAL \$35.00 FOR THE MERGER. I AM ENCLOSING OUR MERGER FORM TO LET YOU KNOW WHAT IS REQUIRED IN A PLAN OF MERGER.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 499A00045964

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To: Department of State
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Date Filed AUG. 31, 1999
Filing Fee \$ 35.00

ARTICLES OF MERGER OF MISHY SPORTSWEAR, INC.

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:

1. The names of the corporations which are parties to the within merger are MISHY SPORTSWEAR, INC. a Florida corporation and AMY JESS, INC., a Florida corporation. MISHY SPORTSWEAR, INC., is the surviving corporation.

2. On August 31, 1999, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act: §607.1103, see Exhibit "A" and "B".

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Name of Corporation	Total Number of Shares Outstanding	Designation of Class	Number of Shares
Mishy Sportswear, Inc.	100	Common	100
Amy Jess, Inc.	7,500	Common	7,500

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:

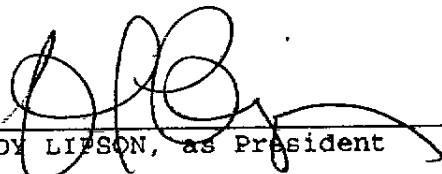
	Total Voted For	Class	Total Against
Mishy Sportswear, Inc.	100	Common	0
Amy Jess, Inc.	7,500	Common	0

Dated August 31, 1999.

MISHY SPORTSWEAR, INC.

BY: 
G. MICHAEL ALBALA, as President

AMY JESS, INC.

By: 
SANDY LIPSON, as President

MISHY SPORTSWEAR, INC. SHAREHOLDERS ADOPTION OF PLAN OF MERGER

Since the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 13200 N.W. 45th Avenue, Miami, Florida on August 31, 1999, 1999, and ordered the plan to be submitted to the shareholders for approval at this meeting as provided by law; it is

Resolved, that the shareholders of this corporation ratify and adopt the plan of merger dated August 31, 1999, between the corporation and AMY JESS, INC., and direct the secretary of the corporation to insert a copy of the plan in the minute book of the corporation immediately following the minutes of this meeting; and

Further resolved, that the officers of this corporation are authorized and directed to execute all documents and take any further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

Executed by each of the undersigned on the date set forth opposite his/her name, below.

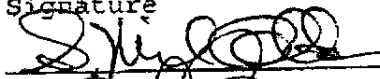


Name of Shareholder	Signature	Date
<u>G. MICHAEL ALBALA</u>		<u>8/31/99</u>
<u>SANDY LIPSON</u>		<u>8/31/99</u>
<u>SONIA LIPSON</u>		<u>8/31/99</u>

EXHIBIT A

AMY JESS, INC. SHAREHOLDERS ADOPTION OF PLAN OF MERGER

Since the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 13200 N.W. 45th Avenue, Miami, Florida on August 31, 1999, 1999, and ordered the plan to be submitted to the shareholders for approval at this meeting as provided by law; it is

Resolved, that the shareholders of this corporation ratify and adopt the plan of merger dated August 31, 1999, between the corporation and MISHY SPORTSWEAR, INC., and direct the secretary of the corporation to insert a copy of the plan in the minute book of the corporation immediately following the minutes of this meeting; and

Further resolved, that the officers of this corporation are authorized and directed to execute all documents and take any further action as may be deemed necessary or advisable to carry out and accomplish the purposes of this resolution.

Executed by each of the undersigned on the date set forth opposite his/her name, below.

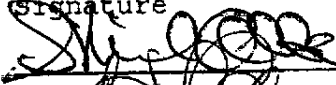

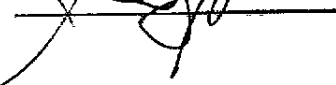
Name of Shareholder	Signature	Date
<u>G. MICHAEL ALBALA</u>		<u>8/31/99</u>
<u>SANDY LIPSON</u>		<u>8/31/99</u>
<u>SONIA LIPSON</u>		<u>8/31/99</u>

EXHIBIT B

PLAN OF MERGER

Plan of merger dated August 31, 1999 between MISHY SPORTSWEAR, INC., referred to as the surviving corporation, and AMY JESS, INC., referred to as the absorbed corporation.

STIPULATIONS

A. MISHY SPORTSWEAR, INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 13200 N.W. 45th Avenue, Miami, Florida 33175.

B. MISHY SPORTSWEAR, INC., has a capitalization of 100 authorized shares of \$5.00 common stock, of which 100 shares are issued and outstanding.

C. AMY JESS, INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 13200 N.W. 45th Avenue, Opa Loca, Florida 33054.

D. AMY JESS, INC., has a capitalization of 7500 authorized shares of \$1.00 common stock of which 7500 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that AMY JESS, INC., be merged into MISHY SPORTSWEAR, INC., pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. AMY JESS, INC., shall merge with and into MISHY SPORTSWEAR, INC., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation

shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

(a) All of the shares of the \$1.00 common stock of AMY JESS, INC. issued and outstanding on the effective date of the merger shall be converted into shares of MISHY SPORTSWEAR on the ratio of 375 shares of AMY JESS INC. for ONE share of the \$5.00 common stock of MISHY SPORTSWEAR, INC. which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation MISHY SPORTSWEAR, INC., shall continue to be its articles of incorporation following the effective date of the merger amended however to issue an additional 20 shares of \$5.00 common stock.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation MISHY SPORTSWEAR, INC., shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation MISHY SPORTSWEAR, INC., on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of

the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before August 31, 1999, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be August 31, 1999 or the date when articles of merger are filed by the Florida Department of State Florida.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the, effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before August 31, 1999; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

(Corporate seals)

Attest:

J.W.M.

FOR MISHY SPORTSWEAR, INC.

G. Michael Albala

G. MICHAEL ALBALA
Director-President

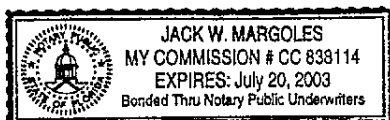
Sandra Lipson

SANDY LIPSON

Sonia Lipson

SONIA LIPSON

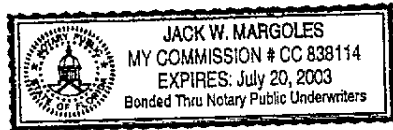
FOR AMY JESS, INC.



(Corporate Seals)

Attest:

J. W. S.



[Signature]
G. MICHAEL ALBALA
[Signature]
SANDY LIPSON
[Signature]
SONIA LIPSON