

Division of Corporations

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418 3920

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

THE CHILDRENS' PLACE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE GERBER LAND, LLC A FLORIDA ENTITY

INTO

THE CHILDRENS' PLACE, INC., a Florida entity, 483920

File date: May 1, 2001

Corporate Specialist: Agnes Lunt

Fax Audit No.: ((H010000589696)))

**ARTICLES OF MERGER
OF
THE GERBER LAND, LLC
AND
THE CHILDRENS' PLACE, INC.**

Pursuant to the provisions of Sections 607.1105 and 608.4382 of the Florida Statutes, the undersigned entities adopt the following Articles of Merger for the purpose of merging them into one entity:

1. The merging entity is The Gerber Land, LLC, 6116 11th Ave. West, Bradenton, Florida 34209. This entity is a limited liability company organized under the laws of Florida.

2. ¹⁹⁹⁻²⁵²² The surviving entity is The Childrens' Place, Inc., 6210 17th Ave. West, Bradenton, Florida 34209. This entity is a corporation organized under the laws of Florida. ⁴⁸³⁹²⁰

3. The Plan of Merger, attached hereto as Exhibit "A" and made a part hereof, was approved by the Board of Directors and the shareholders of all classes of stock of The Childrens' Place, Inc. on April 30, 2001, and by the Manager and Members of The Gerber Land, LLC on April 30, 2001 in accordance with the requirements of Sections 607.1101 and 608.438.

4. The merger shall be effective on the date of filing with the Florida Secretary of State.

THE GERBER LAND, LLC

By: Murray Gerber
Murray Gerber, Manager

By: Lois Gerber
Lois Gerber, Manager

Effective as of April 30, 2001

THE CHILDRENS' PLACE, INC.

By: Murray Gerber
Murray Gerber
Its: President

Effective as of April 30, 2001

Prepared By:
Nicole A. Ryskamp
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0185795

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3. CONVERSION OF SHARES. As the absorbed entity is owned and managed by the same two shareholders (Murray Gerber and Lois Gerber) of the surviving corporation, no shares shall be issued as a result of this merger.

4. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. CHANGES IN BYLAWS. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation as of the effective date of the merger shall be as follows:

Murray Gerber - Director, President and Treasurer

Lois Gerber - Director and Secretary

7. REAL PROPERTY. The property described in Exhibit "B" shall be conveyed by operation of law to the surviving corporation.

8. PROHIBITED TRANSACTIONS. Neither of the constituent entities 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 entity may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

9. APPROVAL BY SHAREHOLDERS. This Plan of Merger shall be submitted for the approval of the principals of the constituent entities by written consent in the manner provided by the applicable laws of the State of Florida on or before April 30, 2001, or at such other time as to which the Board of Directors and Managers of the constituent entities may agree.

10. EFFECTIVE DATE OF MERGER. The effective date and time of this merger shall be the date of filing the Plan of Merger with the Florida Secretary of State.

11. ABANDONMENT OF MERGER. This Plan of Merger may be abandoned by action of the management of either the surviving or the absorbed entity without shareholder or Manager approval 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 or Managers of either the surviving corporation or the absorbed company on or before April 30, 2001.

b. If, in the judgment of the management of either the surviving or the absorbed entity, the merger would be impracticable because of the number of dissenting shareholders or Managers asserting dissenter's rights under the laws of the State of Florida.

Prepared By:
Nicole A. Ryskamp
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0185795

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12. EXECUTION OF AGREEMENT. This Plan of Merger may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one Plan of Merger, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

Executed on behalf of the parties by their respective officers and Managers and sealed with their corporate and company seals pursuant to the authorization of their respective Board of Directors and Managers on the date first above written.

Effective as of April 30, 2001.

THE CHILDRENS' PLACE, INC.

(Corporate Seal)

By: Murray B. Gerber
MURRAY GERBER
Its: President

THE GERBER LAND, LLC

(Company Seal)

By: Murray B. Gerber
MURRAY GERBER
Its: Manager
By: Lois M. Gerber
LOIS GERBER
Its: Manager

Prepared By:
Nicole A. Ryskamp
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
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EXHIBIT "B"

BEGINNING AT THE SOUTHEAST CORNER OF THE NORTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 6, TOWNSHIP 35 SOUTH, RANGE 17 EAST, MARKED BY A CONCRETE MONUMENT. RUN WEST 660 FEET (40 RODS) TO A CONCRETE MONUMENT, THENCE RUN NORTH 396 FEET (34 RODS) TO A POINT; THENCE CONTINUING NORTH 330 FEET (20 RODS) TO A POINT; THENCE RUN EAST 660 FEET (40 RODS) TO A CONCRETE MONUMENT; THENCE RUN SOUTH 330 FEET (20 RODS) TO A POINT; THENCE CONTINUING SOUTH 396 FEET (24 RODS) TO THE POINT OF BEGINNING. --

Lying and being in Manatee County, Florida.

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