

576395

BRADFORD D. BIMSON
JO ANN BLAIR-DAVIS
LAWRENCE H. BRYANT
STEPHEN W. BURKE
DAVID A. CARDON
DONALD H. CLARK
CLIFFORD A. COPPOLA
JOSEPH A. DI JULIO
TIMOTHY W. DORSEY
ROBERT J. EVELEIGH
THOMAS R. FRANTZ
MICHAEL J. GARDNER*
S. GEOFFREY GLICK
ERIC A. HAUSER
SHANNON L. KNIGHT
SAMUEL M. KROLL

ATTORNEYS AND COUNSELORS AT LAW

ONE COLUMBUS CENTER

VIRGINIA BEACH, VIRGINIA 23462

TELEPHONE: (757) 499-8800

FACSIMILE: (757) 473-0395

DIRECT DIAL NUMBER

473-5309

December 18, 1996

CHARLES E. MALONE
BRIAN C. PURCELL
ROBERT M. REED
FRANCES W. RUSSELL
ROBERT L. SAMUEL, JR.
C. GRIGSBY SCIFRES
LAWRENCE R. SIEGEL
THOMAS E. SNYDER
FREDERICK T. STANT, III
STEPHEN C. SWAIN*
STEPHEN G. TEST
A.W. VANDERMEER, JR.
JACK L. YOUNG

ALSO ADMITTED IN NC*

FREDERICK T. STANT, JR.
OF COUNSEL

OUR FILE NUMBER

34-173-001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300002037043--0
-12/24/96--01099--001
*****70.00 *****70.00

RE: ARTICLES OF MERGER between HeartStrings Gift Shops,
Inc., a Florida corporation and Hospital Coffee
Shoppes, Inc. a Texas corporation

Dear Division of Corporations:

I am enclosing an original and one copy of the Articles
of Merger and Plan of Merger for the above noted merger.

HeartStrings Gift Shops, Inc., formerly known as Hospital
Coffee Shoppes, Inc., changed its name by filing Articles of
Amendment which were effective as of December 10, 1996.

Also enclosed is a firm check in the amount of \$70.00 to
cover the cost of filing. Please return the stamped copie to me at
the above noted address. Should you have any questions, please
contact me.

Very truly yours,


Brian C. Purcell

Enclosures

34173001/1-fls082.bcp

FILED
96 DEC 23 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHK
Maz

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HOSPITAL COFFEE SHOPPES, INC., a Texas corporation not qualified in
Florida

INTO

HEARTSTRINGS GIFT SHOPS, INC., a Florida corporation, 576395.

File date: December 23, 1996 , effective December 26, 1996

Corporate Specialist: Steven Harris

EFFECTIVE DATE

12 26 96

ARTICLES OF MERGER
OF
HOSPITAL COFFEE SHOPPES, INC.
AND
HEARTSTRINGS GIFT SHOPS, INC.

FILED
96 DEC 23 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging HOSPITAL COFFEE SHOPPES, INC., a Texas corporation with and into HEARTSTRINGS GIFT SHOPS, INC., a Florida corporation.

2. The merger of HOSPITAL COFFEE SHOPPES, INC. with and into HEARTSTRINGS GIFT SHOPS, INC. is permitted by the laws of the jurisdiction of organization of HOSPITAL COFFEE SHOPPES, INC. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of HOSPITAL COFFEE SHOPPES, INC. was December 19, 1996.


3. The shareholders of HEARTSTRINGS GIFT SHOPS, INC. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 19, 1996 in accordance with the provisions of Section 607.07 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on December 26, 1996.

Executed on December 19, 1996.

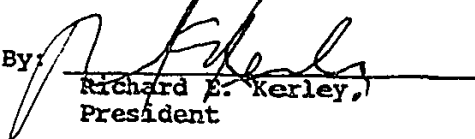
ATTESTED:

By:


Randy B. Spector,
Secretary


HOSPITAL COFFEE SHOPPES, INC.
a Texas corporation

By:


Richard E. Kerley,
President

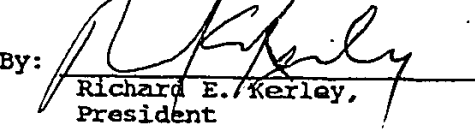
ATTESTED:

By:


Randy B. Spector,
Secretary

HEARTSTRINGS GIFT SHOPS, INC.
a Florida corporation

By:


Richard E. Kerley,
President

PLAN OF MERGER adopted by HOSPITAL COFFEE SHOPPES, INC., a business corporation organized under the laws of the State of Texas by resolution of its Board of Directors on December 19, 1996 and adopted by HEARTSTRINGS GIFT SHOPS, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 19, 1996. The names of the corporations planning to merge are HOSPITAL COFFEE SHOPPES, INC., a business corporation organized under the laws of the State of Texas and HEARTSTRINGS GIFT SHOPS, INC., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which HOSPITAL COFFEE SHOPPES, INC. plans to merge is HEARTSTRINGS GIFT SHOPS, INC.

1. HOSPITAL COFFEE SHOPPES, INC. and HEARTSTRINGS GIFT SHOPS, INC. shall, pursuant to the provisions of the laws of the State of Texas and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, HEARTSTRINGS GIFT SHOPS, INC. which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of HOSPITAL COFFEE SHOPPES, INC. which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the State of Texas.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be exchanged for

one share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the State of Texas, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of Texas, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

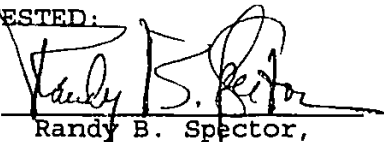
8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and 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.

Executed on December 19, 1996.

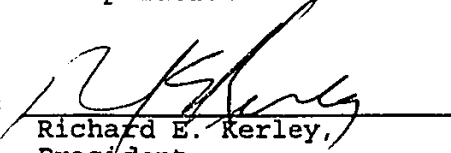
HOSPITAL COFFEE SHOPPES, INC., a
Texas corporation

ATTESTED:

By:

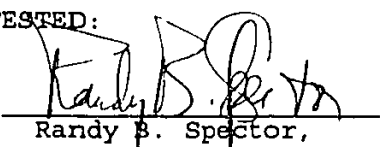

Randy B. Spector,
Secretary

By:

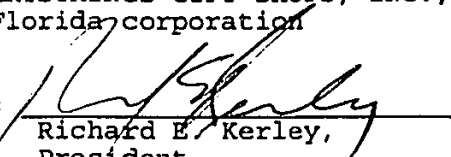

Richard E. Kerley,
President

ATTESTED:

By:


Randy B. Spector,
Secretary

By:


Richard E. Kerley,
President

576395

CLARK & STANT, P.C.

ATTORNEYS AND COUNSELORS AT LAW

ONE COLUMBUS CENTER

VIRGINIA BEACH, VIRGINIA 23462

TELEPHONE: (757) 499-8800

FACSIMILE: (757) 473-0395

DIRECT DIAL NUMBER

(757) 473-5337

BRADFORD D. BIMSON
JO ANN BLAIR-DAVIS
LAWRENCE H. BRYANT
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STEPHEN C. SWAIN*
STEPHEN C. TEST
A.W. VANDERMEER, JR.
JACK L. YOUNG

ALSO ADMITTED IN NC*

FREDERICK T. STANT, JR.
OF COUNSEL

OUR FILE NUMBER

December 11, 1996

34-173-001

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

400002030964--3
-12/17/96--01093-016
*****78.75 *****78.75

Re: Hospital Coffee Shoppes, Inc.

Dear Sir/Madam:

I am enclosing an original and photocopy of Articles of Amendment. Please file the document and return the stamped photocopy to my attention.

Once the corporation's name change has been filed, please prepare five Certificates of Status and forward them to my attention. A check in the amount of \$78.75 is enclosed for the filing and copywork fees.

Thank you for your assistance.

Very truly yours,

Kimberly B. Little

Kimberly B. Little
Paralegal

Enclosures

43316002/1-fldos.kbl

Name Change
NFT
12-30-96

FILED
96 DEC 17 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
HOSPITAL COFFEE SHOPPES, INC.
(BY VOTE OF SHAREHOLDERS)

FILED
96 DEC 17 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS HOSPITAL COFFEE SHOPPES, INC.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY CHANGING THE ARTICLE NUMBERED "FIRST" SO THAT, AS AMENDED, SAID ARTICLES SHALL READ AS FOLLOWS:

The name of the Corporation shall be
HeartStrings Gift Shops, Inc.

THIRD: THE AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE CORPORATION SET FORTH ABOVE WAS ADOPTED ON THE 10th DAY OF DECEMBER, 1996.

FOURTH: THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT BY THE SHAREHOLDERS WAS SUFFICIENT FOR APPROVAL.

SIGNED THIS 10th DAY OF DECEMBER, 1996.

HOSPITAL COFFEE SHOPPES, INC.

BY JK
ELLEN KEATS, ASSISTANT SECRETARY

576395

12/18/96

0235-0339-S

BRIAN C. PURCELL, ESQUIRE

757-459-8800

CLARK & STANT P C

500 ONE COLUMBUS CENTER

File Use Only

VIRGINIA BEACH

VA

2 3 4 6 2

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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 checked="" type="checkbox"/>	Merger

100002034291--0
-12/19/96--01108--002
*****70.00 *****70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

EFFECTIVE DATE
12-26-96

96 DEC 19 PM 12:55
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PCS MANAGEMENT OF MISSOURI, INC., a Missouri corporation not authorized
to transact business in Florida.

INTO

HEARTSTRINGS GIFT SHOPS, INC., a Florida corporation, 576395.

File date: December 19, 1996 , effective December 26, 1996

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
PCS MANAGEMENT OF MISSOURI, INC.
AND
HEARTSTRINGS GIFT SHOPS, INC.

To the Secretary of State
State of Florida

EFFECTIVE DATE
12-26-96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 12:55

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging PCS MANAGEMENT OF MISSOURI, INC., a Missouri corporation with and into HEARTSTRINGS GIFT SHOPS, INC., a Florida corporation.

2. The merger of PCS MANAGEMENT OF MISSOURI, INC. with and into HEARTSTRINGS GIFT SHOPS, INC. is permitted by the laws of the jurisdiction of organization of PCS MANAGEMENT OF MISSOURI, INC. and is in compliance with said laws. There are 1,000 issued and outstanding Class A Shares of voting common stock of PCS MANAGEMENT OF MISSOURI, INC. all of which were voted in favor of the Plan of Merger. The date of adoption of the Plan of Merger by the shareholders of PCS MANAGEMENT OF MISSOURI, INC. was December 11, 1996.

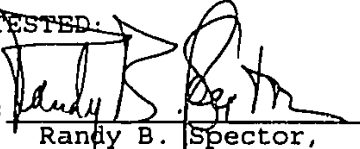
3. There are 1,000 issued and outstanding Class A Shares of voting common stock of HEARTSTRINGS GIFT SHOPS, INC. all of which voted in favor of the Plan of Merger. The shareholders of HEARTSTRINGS GIFT SHOPS, INC. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 11, 1996 in accordance with the provisions of Section 607.07 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on December 26, 1996.

Executed on December 13th, 1996.

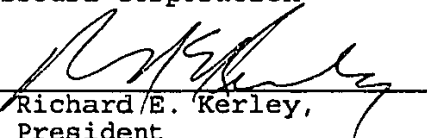
ATTESTED:

By:


Randy B. Spector,
Secretary

PCS MANAGEMENT OF MISSOURI, INC.
a Missouri corporation


By:


Richard E. Kerley,
President

ATTESTED:

HEARTSTRINGS GIFT SHOPS, INC.
a Florida corporation

By:


Randy B. Spector,
Secretary

By:


Richard E. Kerley,
President

34173001
/flmerger/articles/no-fl.bcp

PLAN OF MERGER adopted by PCS MANAGEMENT OF MISSOURI, INC., a business corporation organized under the laws of the State of Missouri by resolution of its Board of Directors on December 11, 1996 and adopted by HEARTSTRINGS GIFT SHOPS, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 11, 1996. The names of the corporations planning to merge are PCS MANAGEMENT OF MISSOURI, INC., a business corporation organized under the laws of the State of Missouri and HEARTSTRINGS GIFT SHOPS, INC., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which PCS MANAGEMENT OF MISSOURI, INC. plans to merge is HEARTSTRINGS GIFT SHOPS, INC.

1. PCS MANAGEMENT OF MISSOURI, INC. and HEARTSTRINGS GIFT SHOPS, INC. shall, pursuant to the provisions of the laws of the State of Missouri and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, HEARTSTRINGS GIFT SHOPS, INC. which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of PCS MANAGEMENT OF MISSOURI, INC. which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the State of Missouri.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be exchanged for

one share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the State of Missouri, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of Missouri, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Missouri and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

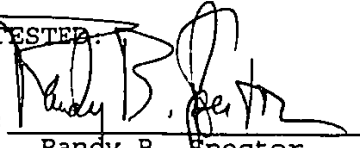
8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and 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.

Executed on December 11th, 1996.

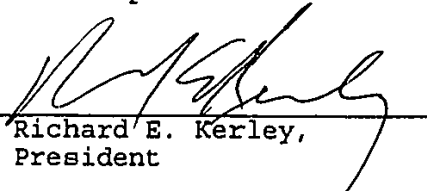
PCS MANAGEMENT OF MISSOURI, INC., a
Missouri corporation

ATTESTED:

By:


Randy B. Spector,
Secretary

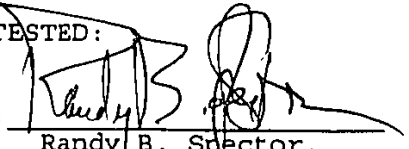
By:


Richard E. Kerley,
President

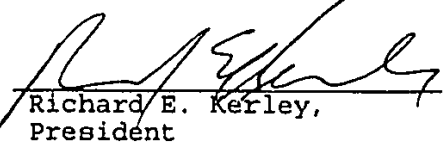
HEARTSTRINGS GIFT SHOPS, INC., a
Florida corporation

ATTESTED:

By:


Randy B. Spector,
Secretary

By:


Richard E. Kerley,
President

576395

12/18/96 Sender's Fictitious Account Number 0235-0339-5

BRIAN C. PURCELL, ESQUIRE Phone 757-499-8800

Dist. Fictitious State Name

CLARK & STANT P.C.

900 ONE COLUMBUS CENTER

Office Use Only

VIRGINIA BEACH State VA Zip 23462 if known):

1. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

200002034292--7
-12/19/96-01108-003
*****70.00 *****70.00

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

EFFECTIVE DATE
12-26-96

DEC 31 1996
96 DEC 19 PM 1:05
FILED
DIVISION OF STATE
CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PCS MANAGEMENT OF CALIFORNIA, INC., a California corporation not
authorized to transact business in Florida.

INTO

HEARTSTRINGS GIFT SHOPS, INC., a Florida corporation, 576395.

File date: December 19, 1996 , effective December 26, 1996

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
PCS MANAGEMENT OF CALIFORNIA, INC.
AND
HEARTSTRINGS GIFT SHOPS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 1:05

To the Secretary of State
State of Florida

EFFECTIVE DATE
12-26-96

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging PCS MANAGEMENT OF CALIFORNIA, INC., a California corporation with and into HEARTSTRINGS GIFT SHOPS, INC., a Florida corporation.

2. The merger of PCS MANAGEMENT OF CALIFORNIA, INC. with and into HEARTSTRINGS GIFT SHOPS, INC. is permitted by the laws of the jurisdiction of organization of PCS MANAGEMENT OF CALIFORNIA, INC. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of PCS MANAGEMENT OF CALIFORNIA, INC. was December 11, 1996.

3. The shareholders of HEARTSTRINGS GIFT SHOPS, INC. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 11, 1996 in accordance with the provisions of Section 607.07 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on December 26, 1996.

Executed on December 11, 1996.

ATTESTED:

By: Randy B. Spector
Randy B. Spector,
Secretary

PCS MANAGEMENT OF CALIFORNIA, INC.
a California corporation

By: Richard E. Kerley
Richard E. Kerley,
President

ATTESTED:

By: Randy B. Spector
Randy B. Spector,
Secretary

HEARTSTRINGS GIFT SHOPS, INC.
a Florida corporation

By: Richard E. Kerley
Richard E. Kerley,
President

PLAN OF MERGER adopted by PCS MANAGEMENT OF CALIFORNIA, INC., a business corporation organized under the laws of the State of California by resolution of its Board of Directors on December 11, 1996 and adopted by HEARTSTRINGS GIFT SHOPS, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 11, 1996. The names of the corporations planning to merge are PCS MANAGEMENT OF CALIFORNIA, INC., a business corporation organized under the laws of the State of California and HEARTSTRINGS GIFT SHOPS, INC., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which PCS MANAGEMENT OF CALIFORNIA, INC. plans to merge is HEARTSTRINGS GIFT SHOPS, INC.

1. PCS MANAGEMENT OF CALIFORNIA, INC. and HEARTSTRINGS GIFT SHOPS, INC. shall, pursuant to the provisions of the laws of the State of California and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, HEARTSTRINGS GIFT SHOPS, INC. which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of PCS MANAGEMENT OF CALIFORNIA, INC. which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the State of California.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be exchanged for

one share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the State of California, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of California, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

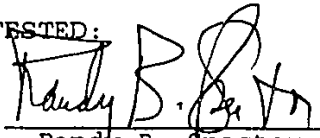
8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and 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.

Executed on December 11, 1996.

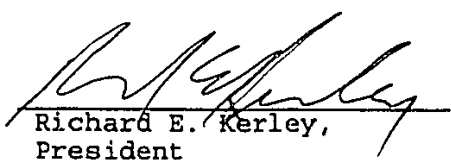
PCS MANAGEMENT OF CALIFORNIA, INC.,
a California corporation

ATTESTED:

By:


Randy B. Spector,
Secretary

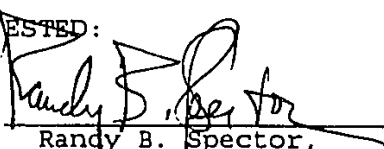
By:


Richard E. Kerley,
President

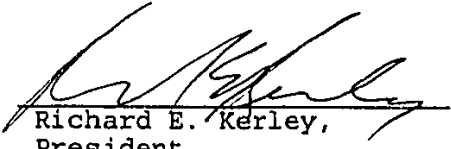
HEARTSTRINGS GIFT SHOPS, INC., a
Florida corporation

ATTESTED:

By:


Randy B. Spector,
Secretary

By:


Richard E. Kerley,
President

576395

12/18/96 0235-0339-5

BRIAN C. PURCELL, ESQUIRE 757-499-8800

CLARK & STANT P.C.

900 ONE COLUMBUS CENTER

Office Use Only

VIRGINIA BEACH

State VA 2 3 4 6 2

CORPORATION NAME(S) & DOCUMENT NUMBER(S), if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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 checked="" type="checkbox"/>	Merger

300002034293--4
-12/19/96--01108--004
*****70.00 *****70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

DEC 31 1996

EFFECTIVE DATE
12-26-96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 1:09

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

**PCS MANAGEMENT OF NEW YORK, INC., a New York corporation not
authorized to transact business in Florida.**

INTO

HEARTSTRINGS GIFT SHOPS, INC., a Florida corporation, 576395.

File date: December 19, 1996 , effective December 26, 1996

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
PCS MANAGEMENT OF NEW YORK, INC.
AND
HEARTSTRINGS GIFT SHOPS, INC.

FILED
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
96 DEC 19 PM 1:09

To the Secretary of State
State of Florida

EFFECTIVE DATE
12-26-96

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging PCS MANAGEMENT OF NEW YORK, INC., a New York corporation with and into HEARTSTRINGS GIFT SHOPS, INC., a Florida corporation.

2. The merger of PCS MANAGEMENT OF NEW YORK, INC. with and into HEARTSTRINGS GIFT SHOPS, INC. is permitted by the laws of the jurisdiction of organization of PCS MANAGEMENT OF NEW YORK, INC. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of PCS MANAGEMENT OF NEW YORK, INC. was December 11, 1996.

3. The shareholders of HEARTSTRINGS GIFT SHOPS, INC. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 11, 1996 in accordance with the provisions of Section 607.07 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on December 26, 1996.

Executed on December 11, 1996.

ATTESTED:

By:

Randy B. Spector
Randy B. Spector,
Secretary

PCS MANAGEMENT OF NEW YORK, INC.
a New York corporation

By:

Richard E. Kerley
Richard E. Kerley,
President

ATTESTED:

By:

Randy B. Spector
Randy B. Spector,
Secretary

HEARTSTRINGS GIFT SHOPS, INC.
a Florida corporation

By:

Richard E. Kerley
Richard E. Kerley,
President

PLAN OF MERGER adopted by PCS MANAGEMENT OF NEW YORK, INC., a business corporation organized under the laws of the State of New York by resolution of its Board of Directors on December 11, 1996 and adopted by HEARTSTRINGS GIFT SHOPS, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 11, 1996. The names of the corporations planning to merge are PCS MANAGEMENT OF NEW YORK, INC., a business corporation organized under the laws of the State of New York and HEARTSTRINGS GIFT SHOPS, INC., a business corporation organized under the laws of the State of Florida, originally incorporated as HOSPITAL COFFEE SHOPPES, INC. The name of the surviving corporation into which PCS MANAGEMENT OF NEW YORK, INC. plans to merge is HEARTSTRINGS GIFT SHOPS, INC.

1. PCS MANAGEMENT OF NEW YORK, INC. and HEARTSTRINGS GIFT SHOPS, INC. shall, pursuant to the provisions of Section 907 of the Business Corporation Law of the State of New York and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, HEARTSTRINGS GIFT SHOPS, INC. which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of PCS MANAGEMENT OF NEW YORK, INC. which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the State of New York.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation

5. Prior to the merger there were 1,000 issued and outstanding Class A voting common shares in each of the non-surviving and surviving corporations. Each issued share of non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be exchanged for one share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the State of New York, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of New York, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.


8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, 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.

Executed on December 11, 1996.

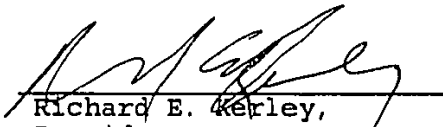
PCS MANAGEMENT OF NEW YORK, INC., a
New York corporation

ATTESTED:

By:


Randy B. Spector,
Secretary


By:


Richard E. Kerley,
President


HEARTSTRINGS GIFT SHOPS, INC., a
Florida corporation

ATTESTED:

By:


Randy B. Spector,
Secretary

By:


Richard E. Kerley,
President

34173001
/flmerger/plan/ny-fl.bcp

576395

CLARK & STANT, P.C.

ATTORNEYS AND COUNSELORS AT LAW

ONE COLUMBUS CENTER

VIRGINIA BEACH, VIRGINIA 23462

TELEPHONE: (757) 499-8800

FACSIMILE: (757) 473-0395

DIRECT DIAL NUMBER

473-5309

December 18, 1996

BRADFORD D. BIMSON
JO ANN BLAIR-DAVIS
LAWRENCE H. BRYANT
STEPHEN W. BURKE
DAVID A. CARDON
DONALD H. CLARK
CLIFFORD A. COPPOLA
JOSEPH A. DI JULIO
TIMOTHY W. DORSEY
ROBERT J. EVELEIGH
THOMAS R. FRANTZ
MICHAEL J. GARDNER*
S. GEOFFREY GLICK
ERIC A. HAUSER
SHANNON L. KNIGHT
SAMUEL M. KROLL

CHARLES E. MALONE
BRIAN C. PURCELL
ROBERT M. REED
FRANCES W. RUSSELL
ROBERT L. SAMUEL, JR.
C. GRIGSBY SCIFRES
LAWRENCE R. SIEGEL
THOMAS R. SNYDER
FREDERICK T. STANT, III
STEPHEN C. SWAIN*
STEPHEN G. TEST
A.W. VANDERMEER, JR.
JACK L. YOUNG

ALSO ADMITTED IN NC*

FREDERICK T. STANT, JR.
OF COUNSEL

OUR FILE NUMBER

34-173-001

000002034290--3

-12/19/96--01108--001

*****70.00 *****70.00

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: ARTICLES OF MERGER between HeartStrings Gift Shops,
Inc., a Florida corporation and several foreign
corporations

Dear Division of Corporations:

I am enclosing an original and one copy of the Articles
of Merger and Plan of Merger between the following entities:

1. HeartStrings Gift Shops, Inc., a Florida corporation
and Peaks of Otter Coffee Shoppes, Inc., an Alabama corporation
2. HeartStrings Gift Shops, Inc. a Florida corporation
and PCS Management of Missouri, Inc., a Missouri corporation;
3. HeartStrings Gift Shops, Inc., a Florida corporation
and PCS Management of New York, Inc., a New York corporation; and
4. HeartStrings Gift Shops, Inc., a Florida corporation
and PCS Management of California, Inc., a California corporation.

HeartStrings Gift Shops, Inc., formerly known as Hospital
Coffee Shoppes, Inc., changed its name by filing Articles of
Amendment which were effective as of December 10, 1996.

Also enclosed are four (4) firm checks in the amount of
\$70.00 each to cover the cost of filing. Please return the stamped

EFFECTIVE DATE
12-26-96

merger

ROLL DEC 31 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 12:51

CLARK & STANT, P. C.

Division of Corporations
December 18, 1996
Page 2

copies to me in the self addressed envelope provided. Should you have any questions, please contact me.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Brian C. Purcell".

Brian C. Purcell

BCP:jpc

Enclosures

cc: Ellen Keats, Esquire

34173001
1-f1808.bcp

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PEAKS OF OTTER COFFEE SHOPPES, INC., an Alabama corporation not
authorized to transact business in Florida.

INTO

HEARTSTRINGS GIFT SHOPS, INC., a Florida corporation, 576395.

File date: December 19, 1996 , effective December 26, 1996

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
PEAKS OF OTTER COFFEE SHOPPES, INC.
AND
HEARTSTRINGS GIFT SHOPS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 12:51

To the Secretary of State
State of Florida

EFFECTIVE DATE

12-26-96

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging PEAKS OF OTTER COFFEE SHOPPES, INC., an Alabama corporation with and into HEARTSTRINGS GIFT SHOPS, INC., a Florida corporation.

2. The merger of PEAKS OF OTTER COFFEE SHOPPES, INC. with and into HEARTSTRINGS GIFT SHOPS, INC. is permitted by the laws of the jurisdiction of organization of PEAKS OF OTTER COFFEE SHOPPES, INC. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of PEAKS OF OTTER COFFEE SHOPPES, INC. was December 11, 1996.


3. The shareholders of HEARTSTRINGS GIFT SHOPS, INC. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 11, 1996 in accordance with the provisions of Section 607.07 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on December 26, 1996.

Executed on December 11, 1996.

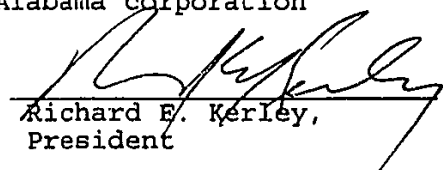
ATTESTED:

By:


Randy B. Spector,
Secretary


PEAKS OF OTTER COFFEE SHOPPES, INC.
an Alabama corporation

By:


Richard E. Kerley,
President

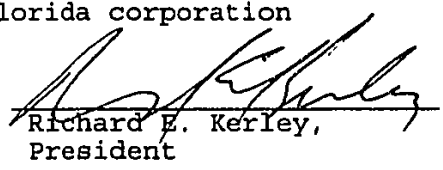
ATTESTED:

By:


Randy B. Spector,
Secretary

HEARTSTRINGS GIFT SHOPS, INC.
a Florida corporation

By:


Richard E. Kerley,
President

PLAN OF MERGER adopted by PEAKS OF OTTER COFFEE SHOPPES, INC., a business corporation organized under the laws of the State of Alabama by resolution of its Board of Directors on December 11, 1996 and adopted by HEARTSTRINGS GIFT SHOPS, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 11, 1996. The names of the corporations planning to merge are PEAKS OF OTTER COFFEE SHOPPES, INC., a business corporation organized under the laws of the State of Alabama and HEARTSTRINGS GIFT SHOPS, INC., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which PEAKS OF OTTER COFFEE SHOPPES, INC. plans to merge is HEARTSTRINGS GIFT SHOPS, INC.

1. PEAKS OF OTTER COFFEE SHOPPES, INC. and HEARTSTRINGS GIFT SHOPS, INC. shall, pursuant to the provisions of the laws of the State of Alabama and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, HEARTSTRINGS GIFT SHOPS, INC. which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of PEAKS OF OTTER COFFEE SHOPPES, INC. which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the State of Alabama.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be exchanged for

one share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the State of Alabama, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.


7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the State of Alabama, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Alabama and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, 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.

Executed on December 11, 1996.

PEAKS OF OTTER COFFEE SHOPPES,
INC., an Alabama corporation

ATTESTED:

By: 
Randy B. Spector,
Secretary

By: 

Richard E. Kerley,
President

HEARTSTRINGS GIFT SHOPS, INC.,
a Florida corporation

ATTESTED:

By: 
Randy B. Spector,
Secretary

By: 

Richard E. Kerley,
President