

670006

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WORLD IMPORTING COMPANY, a Florida corporation, 612090

INTO

INTERNATIONAL FASHION IMPORTS OF COCONUT GROVE, INC., a Florida
corporation, 670006.

File date: December 26, 1996 , effective December 30, 1996

Corporate Specialist: Velma Shepard

670006

GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33181
(305) 374-3250

TELECOPIER
(305) 374-7632

VIA FEDERAL EXPRESS

December 24, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

500002038765--5
-12/27/96--01017--018
*****70.00 *****70.00

RE: Merger of World Importing Company into
International Fashion Imports of Coconut Grove, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Merger for the captioned matter along with our check in the sum of \$70.00 for filing same.

Please return the filed articles to us in the enclosed pre-paid federal express package as quickly as possible. Thank you.

Sincerely,

Jeffrey S. Tanen
Jeffrey S. Tanen

JST/kh
Enclosures
WOOLPSON\MERGERSU-secstatc

VS JAN 9 1997

Merger

FILED
96 DEC 26 PM 2:14
TALLAHASSEE FLORIDA
SECRETARY OF STATE
EFFECTIVE DATE
12/30/96

ARTICLES OF MERGER
OF
WORLD IMPORTING COMPANY
INTO
INTERNATIONAL FASHION IMPORTS OF COCONUT GROVE, INC.

FILED
96 DEC 26 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA
EFFECTIVE DATE
12/30/96

The undersigned, WORLD IMPORTING COMPANY and INTERNATIONAL FASHION IMPORTS OF COCONUT GROVE, INC., have adopted an agreement of merger and hereby adopt these Articles of Merger.

ARTICLE I
Name

The name of the surviving corporation is International Fashion Imports of Coconut Grove, Inc.

ARTICLE II
Articles of Incorporation

The Articles of Incorporation of the surviving corporation International Fashion Imports of Coconut Grove, Inc. shall be deemed to be the Articles of Incorporation of the surviving corporation without amendment.

ARTICLE III
Plan of Merger

The Plan of Merger is as follows:

- a. The names of the corporations planning to merge are as follows:

International Fashion Imports of Coconut Grove, Inc. and World Importing Company.

- b. The name of the surviving corporation into which World Importing Company is merging shall be International Fashion Imports of Coconut Grove, Inc. which is hereby designated as the surviving corporation.

c. The terms and conditions of the proposed merger are that share of the only class of common stock of International Fashion Imports of Coconut Grove, Inc. shall be issued to the shareholders of World Importing Company in exchange for all World Importing Company's shares and the businesses shall then be merged.

d. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation shall be by the issuance of one (1) share of common stock of International Fashion Imports of Coconut Grove, Inc. for each share of World Importing Company that is exchanged. More specifically, 500 shares of World Importing Company, which are all of the issued and outstanding shares of that entity shall be endorsed in blank by the shareholder and shall be delivered to International Fashion Imports of Coconut Grove, Inc. International Fashion Imports of Coconut Grove, Inc. shall issue 500 shares of its common stock to the shareholder of World Importing Company.

e. No amendments or restatement of the Articles of Incorporation of the surviving corporation shall be required.

f. The effective date of the merger shall be December 30, 1996.

ARTICLE IV Approval by Directors

The Plan of Merger of the undersigned corporations was adopted pursuant to Florida Statutes §607.1103 of the Florida General Corporation Act by all of the Directors and approved by all of the Shareholders of both companies.

ARTICLE V Effective Date

The merger of the undersigned corporations shall become effective December 30, 1996.

ARTICLE VI Adoption of Plan of Merger

The Shareholders and Directors of the surviving corporation, International Fashion Imports of Coconut Grove, Inc., adopted the Plan of Merger on December 20, 1996

The Shareholders and Directors of the the merging corporation, World Importing Company, adopted the Plan of Merger on December 20, 1996

IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger this 29 day of December, 1996.

ATTEST:

Leonard Woolfson
Leonard Woolfson, Secretary

WORLD IMPORTING COMPANY

By: Leonard Woolfson
Leonard Woolfson, President

ATTEST:

Leonard Woolfson
Leonard Woolfson, Secretary

INTERNATIONAL FASHION IMPORTS
OF COCONUT GROVE, INC.

By: Leonard Woolfson
Leonard Woolfson, President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Leonard Woolfson, as President and Secretary of World Importing Company, to me known to be the person described in and who executed the foregoing Articles of Merger and who acknowledged before me that same was executed for the uses and purposes therein expressed.

My commission expires:

Cory King
Notary Public, State of Florida

Print

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)



BEFORE ME, the undersigned authority, this day personally appeared Leonard Woolfson, as President and Secretary of International Fashion Imports of Coconut Grove, Inc., to me known to be the person described in and who executed the foregoing Articles of Merger and who acknowledged before me that same was executed for the uses and purposes therein expressed.

My commission expires:

Cory King
Notary Public, State of Florida

Print

