



THE UNITED STATES  
CORPORATION  
COMPANY

# 838670

ACCOUNT NO. : 072100000032

REFERENCE : 529206 5017647

AUTHORIZATION :

*Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : September 15, 1997

ORDER TIME : 2:54 PM

ORDER NO. : 529206-005

CUSTOMER NO: 5017647

100002293771--7

CUSTOMER: Connie Walsh, Legal Assistant  
Bryan Cave LLP  
One Metropolitan Square  
211 North Broadway  
St. Louis, MO 63102-2750

STATE  
TALLAHASSEE, FLORIDA

97 SEP 15 PM 1:29

FILED

ARTICLES OF MERGER

EBSS-SOUTH, INC.

INTO

EDISON BROTHERS (APPAREL  
STORES, INC.)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Stscherban  
EXAMINER'S INITIALS:

RECEIVED  
97 SEP 15 PM 4:09  
TALLAHASSEE, FLORIDA

838670

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EBSS-SOUTH, INC., a Florida corporation 182534

into

EDISON BROTHERS APPAREL STORES, INC., a Missouri corporation  
838670

File date: September 15, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER**  
merging  
**EBSS-SOUTH, INC.**  
with and into  
**EDISON BROTHERS APPAREL STORES, INC.**

97 SEP 15 PM 1:29  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Corporations certify the following:

- (1) The following is the Plan of Merger for merging EBSS-South, Inc. with and into Edison Brothers Apparel Stores, Inc.
- (2) The sole shareholder of EBSS-South, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent on September 5, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
- (3) The merger of EBSS-South, Inc. with and into Edison Brothers Apparel Stores, Inc. is permitted by the laws of the jurisdiction of organization of Edison Brothers Apparel Stores, Inc. and has been authorized in compliance with said laws. The sole shareholder of Edison Brothers Apparel Stores, Inc. approved and adopted the Plan of Merger on September 5, 1997.
- (4) **PLAN OF MERGER**
  1. EBSS-South, Inc., a Florida corporation, and Edison Brothers Apparel Stores, Inc., a Missouri corporation, are hereby merged and Edison Brothers Apparel Stores, Inc. is the surviving corporation.
  2. Upon the merger becoming effective, the separate existence of the EBSS-South, Inc. shall cease and all of the property, rights, privileges, franchises, licenses, registrations and other assets of every kind and description of the EBSS-South, Inc. shall be transferred to, vested in and devolve upon Edison Brothers Apparel Stores, Inc. without further act or deed. All rights of creditors and all liens upon the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of the EBSS-South, Inc. shall thenceforth attach to Edison Brothers Apparel Stores, Inc. and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.
  3. The Articles of Incorporation and By-Laws of Edison Brothers Apparel Stores, Inc. shall not be changed or affected by the merger and shall remain in full force and effect.
  4. The directors and officers of Edison Brothers Apparel Stores, Inc. upon the effective date of the merger shall continue to be the directors and officers of Edison Brothers Apparel Stores, Inc.
  5. Edison Brothers Apparel Stores, Inc. will not issue any of its shares for the issued shares of EBSS-South, Inc. inasmuch as the sole shareholder of EBSS-South, Inc. is the sole shareholder of Edison Brothers Apparel Stores, Inc. All of the issued shares of EBSS-South, Inc. shall, upon the effective date of the merger, be surrendered and cancelled. The shares of Edison Brothers Apparel Stores, Inc. shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Edison Brothers Apparel Stores, Inc.

6. The proper officers of the corporations party to the merger are authorized to make all necessary filings, to seek all necessary consents and to take any and all other actions which any such officer may deem necessary, appropriate or advisable to carry out the Plan of Merger and the intent including, without limitation, payment of all proper expenses and execution and delivery of all such agreements, applications, statements, undertakings, consents to service of process, certificates, instruments and other documents as any such officer may deem necessary, appropriate or advisable to carry out the terms and provisions of the Plan of Merger.

Executed on September 12, 1997

EBSS-SOUTH, INC.

By Thomas K. McCain  
Thomas K. McCain, Vice President

EDISON BROTHERS APPAREL  
STORES, INC.

By Thomas K. McCain  
Thomas K. McCain, Vice President