

848085



ACCOUNT NO. : 072100000032

REFERENCE : 148044 7177748

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 70.00

ORDER DATE : February 25, 1999

ORDER TIME : 9:36 AM

ORDER NO. : 148044-010

700002788297--9

CUSTOMER NO: 7177748

CUSTOMER: Mr. Michael Mclearn  
Lexington Ventures, Inc.  
466 Lexington Avenue  
10th Floor  
New York, NY 10017

ARTICLES OF MERGER

MARIANNE CLEARWATER  
CORPROATION

INTO

JEAN NICOLE, INC.

FILED  
99 FEB 26 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

*See 2/26*

RECEIVED  
FEB 26 1999

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MARIANNE CLEARWATER CORPORATION, a Florida corporation, 316105

INTO

**JEAN NICOLE, INC.**, a Delaware corporation, 848085

File date: February 26, 1999

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER  
OF  
MARIANNE CLEARWATER CORPORATION  
AND  
JEAN NICOLE, INC.

FILED  
99 FEB 26 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign 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 Marianne Clearwater Corporation with and into Jean Nicole, Inc.

2. The sole shareholder of Marianne Clearwater Corporation and of Jean Nicole, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by it on December 15, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Marianne Clearwater Corporation with and into Jean Nicole, Inc. is permitted by the laws of the jurisdiction of organization of Jean Nicole, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholder of Jean Nicole, Inc. was December 15, 1998.

Executed on February 19, 1999

MARIANNE CLEARWATER CORPORATION

By: Michael B. McLearn

Name: Michael B. McLearn  
Capacity: Senior Vice President

JEAN NICOLE, INC.

By: Michael B. McLearn

Name: Michael B. McLearn  
Capacity: Senior Vice President

PLAN OF MERGER adopted on December 15, 1998 by resolution of the Board of Directors of Marianne Clearwater Corporation, a business corporation organized under the laws of the State of Florida, and adopted on December 15, 1998 by resolution of the Board of Directors of Jean Nicole, Inc., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Marianne Clearwater Corporation, a business corporation organized under the laws of the State of Florida, and Jean Nicole, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Marianne Clearwater Corporation plans to merge is Jean Nicole, Inc.

1. Marianne Clearwater Corporation and Jean Nicole, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Jean Nicole, Inc. be merged with and into a single corporation, to wit, Jean Nicole, Inc., which shall be the surviving corporation upon the effective 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 the name JN Shops, Inc. pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Marianne Clearwater Corporation, 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 provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization 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 laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization 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 the merger, be cancelled and of no further force and effect. The issued shares of the

surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and 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 jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and 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 jurisdiction of organization of the surviving corporation, 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 Florida and of the State of Delaware, 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.