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ACCOUNT NO. : 072100000032

REFERENCE : 086752

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AUTHORIZATION :

COST LIMIT : \$ 315.00

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ORDER DATE: December 15, 2004

ORDER TIME : 9:15 AM

ORDER NO. : 086752-035

CUSTOMER NO: 4301677

CUSTOMER: Ms. Maria Segui

Morrison Cohen Llp

27th Floor

909 Third Avenue

New York, NY 10022-4731

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#### ARTICLES OF MERGER

NAUTICA OF DESTIN, INC.

INTO

NAUTICA RETAIL USA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire

EXAMINER'S INITIALS:

#### ARTICLES OF MERGER

OF

NAUTICA OF DESTIN, INC.
NAUTICA RETAIL OF FLORIA, INC.
NAUTICA OF VERO BEACH, INC.
NAUTICA OF ELLENTON, INC.
NAUTICA OF NAPLES, INC.
NAUTICA OF ORLANDO, INC.
NAUTICA OF SUNRISE, INC.
NAUTICA II OF ORLANDO, INC.

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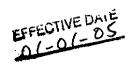
NAUTICA RETAIL USA, INC.

To the Department of State State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporations and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Attached hereto as Exhibit A and made a part hereof is the Plan of Merger for merging each of

NAUTICA OF DESTIN, INC.
NAUTICA RETAIL OF FLORIA, INC.
NAUTICA OF VERO BEACH, INC.
NAUTICA OF ELLENTON, INC.
NAUTICA OF NAPLES, INC.
NAUTICA OF ORLANDO, INC.
NAUTICA OF SUNRISE, INC.
NAUTICA II OF ORLANDO, INC.



(together referred to as the "Subsidiary Corporations") with and into Nautica Retail USA, Inc. as approved by the Board of Directors and shareholder holding all of the shares entitled to vote of each of the Subsidiary Corporations as follows:

NAUTICA OF DESTIN, INC. on 11/30, 2004
NAUTICA RETAIL OF FLORIA, INC. on November 30, 2004
NAUTICA OF VERO BEACH, INC. on 11/30, 2004
NAUTICA OF ELLENTON, INC. on 11/30, 2004
NAUTICA OF NAPLES, INC. on 11/30, 2004

NAUTICA OF ORLANDO, INC. on 1/20, 2004 NAUTICA OF SUNRISE, INC. on 1/20, 2004 NAUTICA II OF ORLANDO, INC. on 1/20, 2004

and adopted by the Board of Directors and shareholder holding all the shares entitled to vote of Nautica Retail USA, Inc. on November 30, 2004.

- 2. The merger of each of the Subsidiary Corporations with and into Nautica Retail USA, Inc. is permitted by the laws of the jurisdiction of organization of Nautica Retail USA, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger was November 20, 2004.
- 3. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on January 1, 2005.

Executed on November 30 2004

NAUTICA RETAIL USA, INC.

Name: Lisa Whitney

Capacity: Secretary

NAUTICA OF DESTIN, INC.

NAUTICA RETAIL OF FLORIDA, INC.

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Name: Lisa Whitney

Capacity: Secretary

y: Jisaa Mil

Name: Lisa Whitney

Capacity: Secretary

NAUTICA OF VERO BEACH, INC.

NAUTICA OF ELLENTON, INC.

By:

ame: Lisa Whitney

Capacity: Secretary

Name: Lisa Whitney

Capacity: Secretary

NAUTICA NAPLES, INC.

NAUTICA OF ORLANDO, INC.

By.

lame: Lisa Whitney

Capacity: Secretary

Name: Lisa Whitney

Capacity: Secretary

NAUTICA OF SUNRISE, INC.

NAUTICA II OF ORLANDO, INC.

Name: Lisa Whitney

Capacity: Secretary

By: Name: Lisa Whitney

Capacity: Secretary

### EXHIBIT A

Plan of Merger

See attached.

#### NAUTICA RETAIL USA, INC.

## Unanimous Written Joint Consent of Directors and Sole Stockholder in Lieu of Special Meeting

Pursuant to Sections 141(f) and 228(a) of the General Corporation Law of Delaware, the undersigned, being all of the directors and the sole stockholder of Nautica Retail USA, Inc., a Delaware corporation (the "Corporation"), do hereby adopt the following resolutions with the same force and effect as if such resolutions had been duly adopted at a duly constituted meeting of the directors of the Corporation:

WHEREAS, the Corporation is considering entering into a Plan of Merger (the "Plan of Merger"), with each of the wholly-owned subsidiaries listed on Annex A attached hereto (each a "Subsidiary Corporation" and collectively, the "Subsidiary Corporations") whereby, among other things:

- 1. Each Subsidiary Corporation will merge with and into the Corporation as of 11:59 pm on January 1, 2005 (the "Merger");
- 2. Following the Merger, the separate corporate existence of the Subsidiary Corporations will cease and the Corporation will continue as the surviving corporation;
- 3. Each share of Common Stock, \$.01 par value, of the each of the Subsidiary Corporations (collectively, the "Subsidiary Common Stock"), outstanding immediately prior to the Merger shall be automatically canceled and extinguished without any exchange thereof;

WHEREAS, each of the directors and the sole stockholder of the Corporation has reviewed a copy of the Plan of Merger;

#### NOW, THEREFORE, it is hereby

**RESOLVED**, that the terms and provisions of the Plan of Merger be, and they hereby are, ratified and approved in all respects and the performance of the obligations of the Corporation under the Plan of Merger and each other certificate, document, writing or instrument contemplated to be executed and delivered pursuant to or in connection with the Plan of Merger be, and the same hereby are, in all respects ratified, approved, authorized and adopted; and it is further

**RESOLVED**, that the Merger and the other transactions contemplated by the Plan of Merger are in all respects approved, authorized, ratified and adopted; and further **RESOLVED**, that the directors of the Corporation have determined that the Plan of Merger and the Merger are advisable and fair to, and in the best interests of, the Corporation and its stockholders; and further

**RESOLVED**, that the Board of Directors of the Corporation hereby recommends the approval of the Plan of Merger and the Merger, after full disclosure of all potential director conflicts, by the sole stockholder of the Corporation; and further

**RESOLVED**, that the Merger and the other transactions contemplated by the Plan of Merger are in all respects approved, authorized, ratified and adopted by the sole stockholder; and further

RESOLVED, that the President, any Vice President, Secretary or Assistant Secretary of the Corporation (each an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and deliver any and all other documents, agreements, certificates and other writings contemplated to be executed and delivered pursuant to or in connection with the Plan of Merger; and further

**RESOLVED**, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation and under its corporate seal or otherwise, to execute, deliver and, as appropriate, file such other instruments and documents, and to take such further action as may be necessary or convenient to implement the terms of the foregoing resolutions and of the Plan of Merger, the execution and delivery of such other instruments and documents and the taking of such further action to be conclusive evidence of the authority therefor from the Corporation; and further

**RESOLVED**, that any acts taken by any of the Authorized Officers of the Corporation, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby ratified, confirmed, approved and adopted by the Corporation as the acts of the Corporation.

This unanimous consent may be executed in any number of counterparts and in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same unanimous consent. Facsimile transmissions of executed signatures to this unanimous consent shall be deemed to be the same as an executed original.

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IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Joint Consent of Directors and Sole stockholder as of November 20204.

#### **DIRECTORS**

Robert A Cordaro

Cardaus Cura .....

#### SOLE STOCKHOLDER

NAUTICA RETAIL USA, INC.

Name: Lisa Whitney

Title: Secretary

#### PLAN OF MERGER

PLAN OF MERGER dated as of November 20, 2004 (the "Plan of Merger") by and among Nautica Retail USA, Inc., a corporation organized under the laws of the State of Delaware ("Nautica Retail"), and each of the wholly-owned subsidiaries listed on Schedule A attached hereto (each a "Subsidiary Corporation" and collectively, the "Subsidiary Corporations").

FIRST: Each Subsidiary Corporation, a corporation organized under the laws of the state that appears opposite its name on <u>Schedule A</u> attached hereto, shall merge with and into Nautica Retail (the "Merger"), and Nautica Retail shall assume the liabilities and obligations of each of the Subsidiary Corporations.

SECOND: The Merger shall be effective at 11:59 p.m. on January 1, 2005 (the "Effective Time").

THIRD: The separate existence of each of the Subsidiary Corporations shall cease at the Effective Time, pursuant to the laws of the jurisdiction of each Subsidiary Corporation and Nautica Retail shall continue its existence as the surviving corporation (the "Surviving Corporation") pursuant to the laws of the state of Delaware.

FOURTH: Nautica Retail is the owner of all of the issued and outstanding shares of each of the Subsidiary Corporations, and Nautica Retail has waived any requirement of any Subsidiary Corporation to mail to it a copy of this Plan of Merger.

FIFTH: The presently issued and outstanding shares of Common Stock of each Subsidiary Corporation, all of which shares are owned by Nautica Retail, shall be surrendered and cancelled at the Effective Time. No shares of stock of the Surviving Corporation shall be issued in exchange therefor.

SIXTH: Each share of Nautica Retail authorized or outstanding immediately prior to the Effective Time shall be an identical outstanding or treasury or unissued share of the Surviving Corporation at the Effective Time.

SEVENTH: No shares of Nautica Retail, and no shares, securities or obligations convertible into such shares, are to be issued or delivered under this Plan of Merger.

EIGHTH: The Certificate of Incorporation of Nautica Retail shall be the Certificate of Incorporation of the Surviving Corporation at the Effective Time. No changes or amendments shall be made to the Certificate of Incorporation of Nautica Retail because of the Merger.

NINTH: The by-laws of Nautica Retail shall be the by-laws of the Surviving Corporation at the Effective Time.

TENTH: The directors and officers of Nautica Retail shall be the directors and officers of the Surviving Corporation and shall serve until their successors are qualified and elected.

ELEVENTH: Pursuant to Section 251 of the Delaware General Corporation Law, this Plan of Merger was approved by (a) unanimous written consent of the board of directors of Nautica Retail and each Subsidiary Corporation; and (b) written consent of the sole shareholder holding all the shares entitled to vote of Nautica Retail and of each Subsidiary Corporation.

TWELFTH: Nautica Retail hereby agrees that it may be served with process in the state of each Subsidiary Corporation's state of incorporation, in any proceeding for enforcement of any obligation of each Subsidiary Corporation, as well as for the enforcement of any obligation of Nautica Retail arising from the Merger, and does hereby appoint the Secretary of State of the state of each Subsidiary Corporation's state of incorporation as its agent to accept service of process in any such proceeding; and does hereby specify the following address without such state to which a copy of such process shall be mailed by the Secretary of State of such state: Nautica Retail USA, Inc., 40 W. 57th Street, New York, NY 10019, Attn: President.

THIRTEENTH: The Board of Directors and the proper officers of each corporation signatories hereto 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.

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NAUTICA RETAIL USA, INC.

By: Lisal Thetray

Name: Lisa Whitney

Title: Secretary

#### SUBSIDIARY CORPORATIONS

NATIFICA OF ATTIENC INC	NATURE OF TOLEN
NAUTICA OF ATHENS, INC.	NAUTICA OF FOLEY, INC.
By: Level Shilvey	By: Lead Shitney
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA OF BOAZ, INC.	NAUTICA OF NEW RIVER, INC.
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By: Sisal Mulsey	By: Grad Whitney
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA RETAIL OF CALIFORNIA, INC.	NAUTICA OF BARSTOW, INC.
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By: Lesal Shelney	By: Geal Whilrey
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA OF DESERT HILLS, INC.	NAUTICA OF ALPINE, INC.
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By: Lesal Mulyey	By: Treal Whilney
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA OF ONTARIO, INC.	NAUTICA OF CAMARILLO, INC.
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By: Lesal Thetrey	By: Sisal Mulney
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA OF GILROY, INC.	NAUTICA OF NAPA, INC.
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By: Kisal Thilney	By: Head Sthelies
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA OF SAN DIEGO, INC.	NAUTICA OF SOLVANG, INC.
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By: Desal Muley	By: Jisal Shilver
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary

NAUTICA OF CASTLE ROCK, INC.	NAUTICA RETAIL OF COLORADO, INC.
By: Luca Mutrey	By: Such Whitney
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA JEANS OF WESTBROOK, INC.	NAUTICA OF CLINTON, INC.
By: Sisal Mutney	By: Such Thetrey
Name: Lisa Whitney	By:
Title: Secretary	Title: Secretary
NAUTICA QF WILMINGTON, INC.	NAUTICA OF PUERTO RICO, INC.
By: Secretary  Name: Lisa Whitney  Title: Secretary	By: Lead thetrey
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Name: Lisa Whitney	Name: Lisa Whitney
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By: Zesal Mitney	By: Sisal Shitney
Name: Lisa Whitney	Name: Lisa Whitney
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NAUTICA OF VERO BEACH, INC.	NAUTICA OF COMMERCE, INC.
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Name: Lica Whitney	By: Name: Lisa Whitney
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By: Jual Whitney	By: Stead Shitrey
Name: Lisa Whitney	Name: Lisa Whitney
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NAUTICA OF DALTON, INC.	NAUTICA JEANS OF COMMERCE, INC.
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Name: Lisa Whitney	Name: Lisa Whitney
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NAUTICA OF MORRIS, INC.	NAUTICA OF GURNEE, INC.
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By: Desal Muley	By: Jisal Shitney
Name: Lisa Whitney	Name: Lisa Whitney
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NAUTICA OF ILLINOIS, INC.	NAUTICA OF EDINBURGH, INC.
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By: Juan Shilvey	By: Jeach Ornilley
Name. Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary  NAUTICA OF FREEMONT, INC.
NAUTICA OF MICHIGAN CITY, INC.	NAUTICA OF FREEMONT, INC.
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NAUTICA OF FREEPORT, INC.	NAUTICA OF OCEAN CITY, INC.
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NAUTICA RETAIL OF MARYLAND, INC.	NAUTICA OF HAGERSTOWN, INC.
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Name: Lisa Whitney	Name: Lisa Whitney
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Name: Lisa Whitney	Name: Lisa Whitney
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Name: Lisa Whitney	Name: Lisa Whitney
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By: Sisal Philips	By: Luad Whitney
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA OF GETTYSBURG, INC.	NAUTICA OF GROVE CITY, INC.
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Name: Lisa Whitney	Name: Lisa Whitney
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Name: Lisa Whitney	Name: Lisa Whitney
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Name: Lisa Whitney	Name: Lisa Whitney
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BV: Suad Muleur	By: Lead Whitney
By: Susah Mulkey  Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA OF NASHVILLE, INC.	NAUTICA OF LEBANON, INC.
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By: The By:	By: Sisad Mulkey
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA OF SEVIERVILLE, INC.	NAUTICA JEANS OF PIGEON FORGE, INC.
PAT.	By: Lesat Thilrey
By: Jisal Shelrey	By: Stan Shilvey
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary NAUTICA OF CHATTANOOGA, INC.	Title: Secretary  NAUTICA JEANS OF SAN MARCOS, INC.
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By: Fresal Whitney	By: Lisab Thelien
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NAUTICA RETAIL OF TEXAS, INC.	NAUTICA OF SAN MARCOS, INC
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By: Head Shelsey	By: Frank Shutney
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA OF ALLEN, INC.	NAUTICA OF KATY, INC.
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By: Busal Whilney	By: Sund Philippy
Name: Lisa Whitney	Name: Lisa Whitney
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NAUTICA OF ST. GEORGE, INC.	NAUTICA OF PARK CITY, INC.
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Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA OF MANCHESTER, INC.	NAUTICA OF POTOMAC, INC.
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By: Sisal Mulney	By: Frank Whitney
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary
NAUTICA OF LEESBURG, INC.	NAUTICA OF WILLIAMSBURG, INC.
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By: Disab Shilvey	By: Besal Shilney
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary

NAUTICA OF WASHINGTON, INC.	•
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By: Sisal Milrey	
Name: Lisa Whitney	
Title: Secretary	
NAUTICA OF OSHKOSH, INC.	NAUTICA OF JOHNSON CREEK, INC.
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By: Sisal Milney	By: June & Killey
Name: Lisa Whitney	Name: Lisa Whitney
Title: Secretary	Title: Secretary