

# F06000004599

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Division of Corporations  
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**EFFECTIVE DATE**

1-30-2010

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**MERGER OR SHARE EXCHANGE**

**Uniform City National, Inc.**

Certificate of Status	0
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**ARTICLES OF MERGER  
OF  
LINN UNIFORMS OF CLEARWATER, INC.,  
UNIFORM CITY - SOUTHEAST, INC.,  
UNIFORM CITY U.S.A., INC.,  
LINN UNIFORMS OF FLORIDA, INC.  
(each a Florida corporation)  
with and into  
UNIFORM CITY NATIONAL, INC.  
(a Delaware corporation)**

**EFFECTIVE DATE**

1-30-2010

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Uniform City National, Inc.	Delaware	F06000004599

**SECOND:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Linn Uniforms of Clearwater, Inc.	Florida	J61540
Uniform City - Southeast, Inc.	Florida	P95000062475
Uniform City U.S.A., Inc.	Florida	422604
Linn Uniforms of Florida, Inc.	Florida	J08240

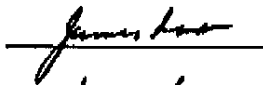
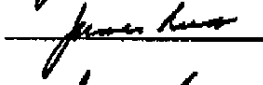
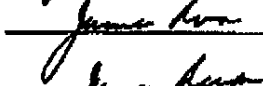
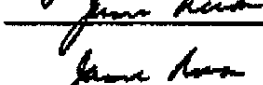
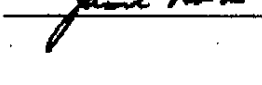
**THIRD:** The Agreement and Plan of Merger is attached.

**FOURTH:** The merger shall become effective on January 30, 2010 at 4:45 p.m., Eastern Standard Time.

**FIFTH:** The Agreement and Plan of Merger was adopted by the shareholders of the surviving corporation on January 29, 2010.

**SIXTH:** The Agreement and Plan of Merger was adopted by the shareholders of the merging corporations on January 29, 2010 by unanimous written consent pursuant to section 607.0704 of the Florida Business Corporation Act.

**SEVENTH: Signatures for each corporation.**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name and Title</u>
Linn Uniforms of Clearwater, Inc.		James Rudd, President
Uniform City - Southeast, Inc.		James Rudd, President
Uniform City U.S.A., Inc.		James Rudd, President
Linn Uniforms of Florida, Inc.		James Rudd, President
Uniform City National, Inc.		James Rudd, President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), dated as of January 29, 2010, is by and among Linn Uniforms of Clearwater, Inc., a Florida corporation ("Uniform-Clearwater"), Uniform City - Southeast, Inc., a Florida corporation ("Uniform-Southeast"), Uniform City U.S.A., Inc., a Florida corporation ("Uniform-USA"), Linn Uniforms of Florida, Inc., a Florida corporation ("Uniform-Florida" and together with Uniform-Clearwater, Uniform-Southeast and Uniform-USA, the "Disappearing Corporations") and Uniform City National, Inc., a Delaware corporation ("Uniform-Delaware" and together with the Disappearing Corporations, the "Constituent Corporations").

In consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Uniform-Delaware and each Disappearing Corporation agree to merge on and subject to the following terms and conditions:

1. Merger. On the Effective Date (as defined in Section 8), each Disappearing Corporation shall merge with and into Uniform-Delaware (the "Merger"), with Uniform-Delaware continuing as the surviving corporation ("Surviving Corporation") and the separate corporate existence of each Disappearing Corporation shall cease.

2. Constituent Corporations. Uniform-Delaware filed its Certificate of Incorporation with the Secretary of State of the State of Delaware on June 28, 2006. Uniform-Clearwater filed its Articles of Incorporation with the Department of State of the State of Florida on March 9, 1987. Uniform-Southeast filed its Articles of Incorporation with the Department of State of the State of Florida on August 11, 1985. Uniform-USA filed its Articles of Incorporation with the Department of State of the State of Florida on March 30, 1973 and filed Articles of Amendment to its Articles of Incorporation with the Department of State of the State of Florida on September 14, 1995. Uniform-Florida filed its Articles of Incorporation with the Department of State of the State of Florida on April 9, 1986.

3. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and bylaws of Uniform-Delaware will remain in full force and effect as the Certificate of Incorporation and the bylaws, respectively, of the Surviving Corporation upon and after the Effective Date, unless, and until duly amended, altered, changed, repealed, and/or supplemented in accordance with the Delaware General Corporation Law (which power and right to amend, alter, change, repeal, and/or supplement, at any time and from time to time after the Effective Date, are hereby expressly reserved).

4. Rights and Obligations of Surviving Corporation. The parties hereto agree that when the Merger shall have become effective under the laws of the State of Delaware and the laws of the State of Florida, that the separate existence of each Disappearing Corporation shall cease and shall be merged with and into Uniform-Delaware, and that all the rights, privileges, powers and franchises of each of said corporations, and all assets and property, real, personal and mixed, and all debts due to any of said Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be automatically vested in the Surviving Corporation, without reversion or impairment. The

Surviving Corporation shall thenceforth be responsible and liable for all the debts, liabilities, duties and obligations of each of the Constituent Corporations. The Surviving Corporation is deemed:

(a) To appoint the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each Disappearing Corporation; and

(b) To agree that it will promptly pay to the dissenting shareholders of each Disappearing Corporation party to the merger or share exchange the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

5. Directors and Officers. The directors and officers of Uniform-Delaware immediately prior to the Effective Date (as defined in Section 8) shall be the directors and officers of the Surviving Corporation and will hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and bylaws of the Surviving Corporation.

6. Surviving Corporation.

(a) Name. The name of the Surviving Corporation shall be "Uniform City National, Inc." formed under the laws of the State of Delaware on June 28, 2006, having a registered office located at 1209 Orange Street, Wilmington, Delaware 19801.

(b) Rights and Obligations. The Merger shall have the effects of applicable law, including, without limitation, the applicable provisions of the Delaware General Corporation Law.

7. Effect of Merger on Outstanding Shares.

(a) Disappearing Corporations: Prior to this Merger, (i) Uniform-Clearwater shall have the authority to issue 1000 shares of common stock, \$1.00 par value per share; (ii) Uniform-Southeast shall have the authority to issue 100 shares of Class A voting common stock, \$1.00 par value per share, and 900 shares of Class B non-voting common stock, \$1.00 par value per share; (iii) Uniform-USA shall have the authority to issue 1000 shares of common stock, \$10.00 par value per share; and (iv) Uniform-Florida shall have the authority to issue 1000 shares of common stock, \$1.00 par value per share. By virtue of the Merger, the shares of common stock of each Disappearing Corporation and rights to acquire shares of the common stock of each Disappearing Corporation outstanding on the Effective Date shall be cancelled and retired and no payment shall be made with respect thereto. For the avoidance of doubt, each share of common stock that is owned by a Disappearing Corporation as treasury stock shall no longer be outstanding and shall be cancelled and retired and no payment shall be made with respect thereto.

(b) Surviving Corporation. The outstanding shares and rights to acquire shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the Merger and will remain outstanding as shares or rights to acquire shares, respectively, of the Surviving Corporation.

8. Effective Date. Uniform-Delaware and each Disappearing Corporation shall each take or cause to be taken all such actions, or do or cause to be done all such things, as are necessary, proper, or advisable under the laws of the States of Delaware and Florida to make effective the merger provided in this Agreement, subject, however, to the taking by the respective corporations of any actions or receipt of any required approvals in accordance with Delaware and Florida law. Upon compliance with applicable laws and upon receipt of any required approval of the outstanding shares of both parties, an executed Certificate of Merger as required by Section 252 of the Delaware General Corporation Law shall be filed by Uniform-Delaware and each Disappearing Corporation in the office of the Delaware Secretary of State, and executed Articles of Merger as required by Section 607.1105 of the Florida Business Corporation Act shall be filed by Uniform-Delaware with the Department of State of the State of Florida. The Merger shall become effective on January 30, 2010 at 4:45 PM Eastern Time, after the filing of the executed Certificate of Merger with the Secretary of State of Delaware and the executed Articles of Merger with the Department of State of the State of Florida. The date on which the Merger so becomes effective is referred to in this Agreement as the "Effective Date," and the time at which the Merger so becomes effective shall be referred to as the "Effective Date."

9. Conditions Precedent. The obligations of each party to complete the Merger are subject to the following conditions:

(a) Corporate Approval. All corporate actions necessary to authorize the execution, delivery, and performance of this Agreement shall have been duly and validly taken by each of the parties hereto.

(b) Shareholder Approval. The stockholders of the Disappearing Corporations and Uniform-Delaware have adopted this Agreement.

(c) Approval From Government Agencies. All governmental approvals and other actions required to effect the Merger and related transactions shall have been obtained, without conditions or restrictions that the affected party reasonably considers unduly burdensome.

10. Amendment. This Agreement may be amended by an instrument in writing signed by the parties hereto by action by or on behalf of their respective board of directors, at any time after approval by the stockholders of Uniform-Delaware and the Disappearing Corporations and prior to filing of the Certificate of Merger in the office of the Delaware Secretary of State and the filing of the Articles of Merger with the Department of State of the State of Florida; provided, however, that after any such approval, there shall not be made any agreement that by law requires further approval by such stockholders without the further approval of such stockholders.

11. Termination or Abandonment. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date by the mutual consent of the respective boards of directors of the Disappearing Corporations and Uniform-Delaware. If this Agreement is terminated as provided in this Section, none of the Disappearing Corporations nor Uniform-Delaware nor their respective boards of directors or shareholders shall be liable to the other or its directors or shareholders by reason of such termination.

12. Other Provisions.

(a) Governing Law. This Agreement shall be governed by the laws of Delaware applicable to contracts made and to be performed in Delaware.

(b) Further Assurances. Each Disappearing Corporation shall from time to time upon request by Surviving Corporation execute and deliver all such documents and instruments and take all such action as Surviving Corporation may request in order to vest or evidence the vesting in Surviving Corporation of title to and possession of all rights, properties, assets, and business of such Disappearing Corporation, or otherwise to carry out the full intent and purpose of this Agreement.

(c) Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Any counterpart may be executed by facsimile signature and such facsimile signature shall be deemed an original.

(d) No Assignability. Neither this Agreement nor any rights or obligations under it are assignable.

IN WITNESS WHEREOF, each Disappearing Corporation and Uniform-Delaware have caused this Agreement to be executed as of the day and year first above written.

**LINN UNIFORMS OF CLEARWATER, INC.**  
a Florida corporation

By: Bryan Graiff  
Name: Bryan Graiff  
Title: CFO, Vice President, Secretary & Treasurer

**UNIFORM CITY - SOUTHEAST, INC.**  
a Florida corporation

By: Bryan Graiff  
Name: Bryan Graiff  
Title: CFO, Vice President, Secretary & Treasurer

**UNIFORM CITY U.S.A., INC.**  
a Florida corporation

By: Bryan Graiff  
Name: Bryan Graiff  
Title: CFO, Vice President, Secretary & Treasurer

**LINN UNIFORMS OF FLORIDA, INC.**  
a Florida corporation

By: Bryan Graiff  
Name: Bryan Graiff  
Title: CFO, Vice President, Secretary & Treasurer

**UNIFORM CITY NATIONAL, INC.**  
a Delaware corporation

By: Bryan Graiff  
Name: Bryan Graiff  
Title: CFO, Vice President, Secretary & Treasurer