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Merger

V SHEPARD FEB 28 2003

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

M. & E. IMPORT & EXPORT, INC., a Florida corporation, M31028

INTO

STELLA BOUTIQUE, INC., a Florida entity, F06151.

File date: February 24, 2003

Corporate Specialist: Velma Shepard

SACHER, ZELMAN, VAN SANT,
PAUL, BEILEY, HARTMAN, TERZO & WALDMAN

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1401 BRICKELL AVENUE • SUITE 700
MIAMI, FLORIDA 33131

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TELECOPIER: (305) 374-2605
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ARIEL RODRIGUEZ

February 20, 2003

WRITER'S DIRECT NO.
(305) 579-1530

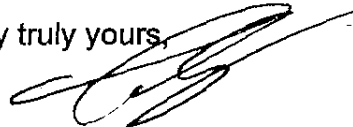
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Dear Sir or Madam:

Please accept the enclosed Articles of Merger and filing fee in connection with the merger of Stella Boutique, Inc. and M. & E. Import & Export, Inc, both Florida corporations. As set forth in the Articles of Merger, the surviving corporation will be Stella Boutique, Inc. In addition, enclosed is an extra copy of the Articles of Merger with a self-addressed, stamped envelope. Please return an uncertified copy of the filing of the Articles of Merger.

Any correspondence concerning this matter should be forwarded to me or Lisa Negron of our office. Should you have any questions, please feel to contact me.

Very truly yours,



Ariel Rodriguez

AR/In
Enclosures



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**ARTICLES OF MERGER
OF
M. & E. IMPORT & EXPORT, INC., A FLORIDA CORPORATION
INTO
STELLA BOUTIQUE, INC., A FLORIDA CORPORATION**

Stella Boutique, Inc., as the Surviving Corporation, and M. & E. Import & Export, Inc., as the Merging Corporation, adopt and submit the following Articles of Merger in accordance with the Florida Business Corporation Act, pursuant to Fla. Stat. § 607.1105:

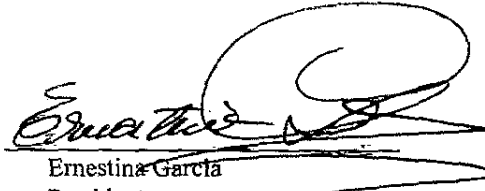
1. The Plan and Agreement of Merger (the "Plan") is attached as Exhibit A and incorporated by reference as if fully set forth.
2. The Plan was approved and adopted by the Directors and shareholders of Stella Boutique, Inc. on February 19, 2003 and was approved and adopted by the Directors and shareholders of M. & E. Import & Export, Inc. on February 19, 2003.
3. The merger of M. & E. Import & Export, Inc. into Stella Boutique, Inc. shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties have executed the Articles of Merger on February 19, 2003.

ATTEST:

STELLA BOUTIQUE, INC.,
a Florida corporation

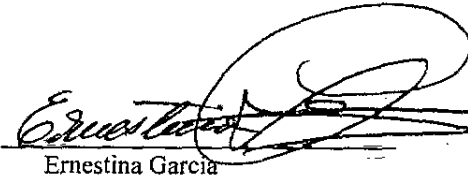
By: _____
Corporate Seal

By: 
Ernestina Garcia
President

ATTEST:

M. & E. IMPORT & EXPORT, INC.,
a Florida corporation

By: _____
Corporate Seal

By: 
Ernestina Garcia
President

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan"), dated as of February 2, 2003 between Stella Boutique, Inc. ("Stella Boutique" or the "Surviving Corporation") and M. & E. Import & Export, Inc. ("M&E" or the "Merged Corporation").

RECITALS

WHEREAS, Stella Boutique is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on November 19, 1980;

WHEREAS, M&E is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on April 24, 1986;

WHEREAS, the Boards of Directors of the parties hereto deem it desirable, upon the terms and subject to the conditions herein stated, that M&E be merged with and into Stella Boutique and that Stella Boutique be the surviving corporation; and

WHEREAS, this merger is being effected under the Plan in accordance with §§ 607.1101 *et seq.* of the Florida Business Corporation Act.

NOW, THEREFORE, it is agreed as follows:

TERMS

1. Effect of Merger. Upon the Effective Date of the merger (as hereinafter defined), M&E shall be merged with and into Stella Boutique, with Stella Boutique as the surviving corporation.

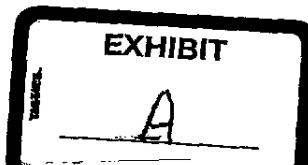
2. Conversion of Shares.

(a) Upon the Effective Date, each outstanding share of the Merged Corporation's stock shall, by virtue of the merger and without any action on the part of the shareholder thereof, be converted into and exchanged for one share of the Surviving Corporation.

(b) Upon the Effective Date, each issued and outstanding share of the Surviving Corporation's stock shall continue as outstanding shares of the Surviving Corporation's stock.

(c) All shares of the Surviving Corporation's stock into which shares of the Merger Corporation's stock are converted and exchanged under the Plan shall be deemed to have been paid in full satisfaction of such converted shares.

3. Articles of Incorporation and By-Laws. The Articles of Incorporation and the By-Laws of the Surviving Corporation, as previously in effect immediately prior to the Effective Date of the merger, shall, without any changes, be the Articles of Incorporation and By-Laws of the Surviving Corporation from and after the Effective Date until further amended under the applicable law.



4. Filing with Florida Secretary of State and the Effective Date. Upon the parties executing the Plan, the Surviving Corporation and the Merged Corporation shall cause their respective representatives to prepare the Articles of Merger and file the Articles of Merger with the Florida Secretary of State. In accordance of Fla. Stat. § 607.1105, the Plan shall become effective upon the date of the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Date").

5. Supplemental Action. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of the Plan, the appropriate officers of the Surviving Corporation or Merged Corporation, as the case may be, whether former or current, shall execute and deliver, on the request of the Surviving Corporation, any documents and assurances, and perform all necessary or proper acts to carry out the provisions of the Plan.

6. Amendment. Any of the terms or conditions of the Plan may be amended or modified by an written agreement executed by the Surviving Corporation and the Merged Corporation, which agreement must be approved by the Boards of Directors of both the Surviving Corporation and the Merged Corporation, at any time before the consent of the shareholders of the parties or at any time thereafter so long as such change is in accordance with Fla. Stat. § 607.1103.

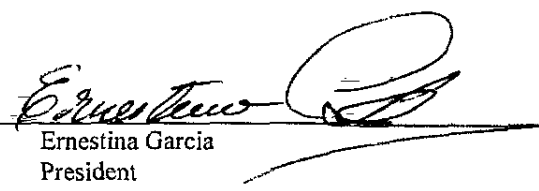
7. Termination. At any time before the Effective Date, the Plan may be terminated and the merger abandoned by the mutual consent of the Board of Directors of the Surviving Corporation and the Merged Corporation, notwithstanding favorable action by the shareholders of the parties.

IN WITNESS WHEREOF, Stella Boutique and M&E have caused the Plan to be executed by its authorized officer and its corporate seal affixed, all as of the date first above written.

ATTEST:

STELLA BOUTIQUE, INC.,
a Florida corporation

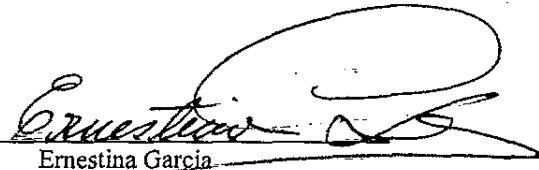
By: _____
Corporate Seal

By: 
Ernestina Garcia
President

ATTEST:

M. & E. IMPORT & EXPORT, INC.,
a Florida corporation

By: _____
Corporate Seal

By: 
Ernestina Garcia
President