

F28677

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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**MERGER OR SHARE EXCHANGE**

**SHOE REPAIR PLUS, INC.**

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*merger*

10/8/01

Dr

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CLEANER & COBBLER INC., a Florida corporation, P97000018656

INTO

**SHOE REPAIR PLUS, INC.**, a Florida entity, F28677

File date: October 8, 2001

Corporate Specialist: Darlene Connell

OCT 08 '01 08:11 TO-918502050380

FROM-HODGSON & RUSS

T-203 P.02/06 F-740



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 2, 2001

SHOE REPAIR PLUS, INC.  
15968 LAUREL OAKS CIR  
DELRAY BEACH, FL 33484US

SUBJECT: SHOE REPAIR PLUS, INC.  
REF: F28677

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE NAME OF THE MERGING CORPORATION IS "CLEANER & COBBLER INC. PLEASE REMOVE THE COMMA FROM THE NAME, EVERYWHERE IT APPEARS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: E01000103568  
Letter Number: 401A00055233

**ARTICLES OF MERGER**

**OF**

**CLEANER & COBBLER INC.,  
a Florida corporation**

**into**

**SHOE REPAIR PLUS, INC.,  
a Florida corporation**

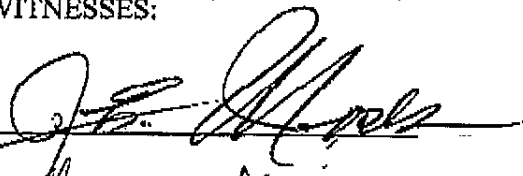
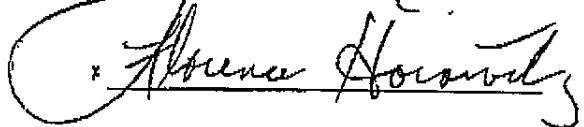
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The undersigned, LILLIAN RAYA, being the President of each of CLEANER & COBBLER INC., a Florida corporation and SHOE REPAIR PLUS, INC., a Florida corporation, does hereby state as follows:


1. The Plan of Merger between CLEANER & COBBLER INC., a Florida corporation and SHOE REPAIR PLUS, INC., a Florida corporation is attached to these Articles of Merger as Exhibit "A".
2. The Effective Date of the Merger shall be the date that the Articles of Merger are accepted for filing by the Florida Department of State.
3. The Plan of Merger between CLEANER & COBBLER INC., a Florida corporation and SHOE REPAIR PLUS, INC., a Florida corporation attached hereto as Exhibit "A", was adopted by all of the shareholders and all of the members of the Board of Directors of CLEANER & COBBLER INC., a Florida corporation on August 7, 2001, and adopted by all of the shareholders and all of the members of the Board of Directors of SHOE REPAIR PLUS, INC., a Florida corporation on August 7, 2001.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of this \_\_\_\_ day of October, 2001.

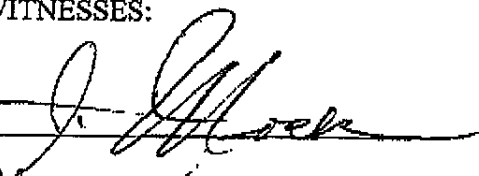
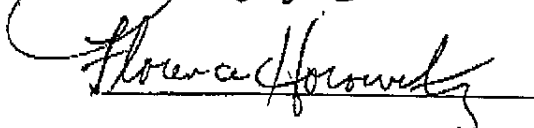
WITNESSES:

\*   
\* 

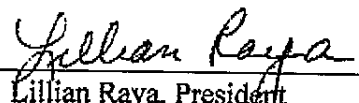
CLEANER & COBBLER INC., a  
Florida corporation, Disappearing  
Corporation

By: \*   
Lillian Raya, President

WITNESSES:

\*   
\* 

SHOE REPAIR PLUS, INC., a  
Florida corporation, Surviving  
Corporation

By: \*   
Lillian Raya, President

## EXHIBIT A TO ARTICLES OF MERGER

### PLAN OF MERGER

between

CLEANER & COBBLER INC.,  
a Florida corporation

and

SHOE REPAIR PLUS, INC.,  
a Florida corporation

1. In accordance with the provisions of this Plan of Merger and the provisions of Section 607.1101 et seq. of the Florida Business Corporation Act, at the Effective Date (as defined below), Cleaner & Cobbler Inc. shall be merged with and into Shoe Repair Plus, Inc. (the "Merger"), the separate and corporate existence of Cleaner & Cobbler Inc. (the "Disappearing Corporation") shall cease, and Shoe Repair Plus, Inc., (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. The parties to this Plan of Merger are hereinafter collectively referred to as the "Constituent Corporations."
2. The Merger shall become effective as of the date the Articles of Merger are accepted for filing by the Florida Department of State (the "Effective Date").
3. The Surviving Corporation shall possess and retain every interest in all assets and property of the Constituent Corporations of every description. The rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.
4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.
5. 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 this Plan of Merger, the

appropriate officers of the Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan of Merger.

6. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall continue without change and be the Articles of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Date until further amended.

7. From and after the Effective Date, each of the members of the Board of Directors and each of the officers of the Surviving Corporation shall continue in office in the same capacity until their successors are elected and qualified or until their earlier death, resignation or removal.

8. Upon the Effective Date, by virtue of the Merger and by action of the parties,

- (a) each share of the Disappearing Corporation's common shares shall be cancelled without payment of any consideration and without any conversion; and
- (b) each issued and outstanding common share of the Surviving Corporation shall remain issued and outstanding.

9. To the extent not expressly stated in this Plan of Merger, upon the Effective Date, hereof all of the provisions of Section 607.1106(1) describing the effect of a merger, shall be applicable.

10. Upon the execution of this Plan of Merger, the Disappearing Corporation and the Surviving Corporation shall cause appropriate officers to execute Articles of Merger in such form as is required by applicable law and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State.

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