

RICHMAN & RICHMAN, P.A.

ATTORNEYS AT LAW

FOURTEENTH FLOOR

BISCAYNE BUILDING

19 WEST FLAGLER STREET

MIAMI, FLORIDA 33130-4410

JEROME S. RICHMAN

SCOTT G. RICHMAN

TELEPHONE (305) 371-1522

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E-MAIL: RRPASLAW@aol.com

F42961

December 26, 2000

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*****78.75 *****78.75

VIA FEDERAL EXPRESS

Secretary of State of Florida

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399

**RE: Merger of Globaltex Styles, Inc., a Florida corporation
-into-
Brand Fabrics, Inc.**

FILED
00 DEC 27 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed you will find the Articles and Agreement of Plan of Merger of Globaltex Styles, Inc., a Florida corporation into Brand Fabrics, Inc., a Florida corporation. A Certificate of Merger is attached.

Enclosed is a check in the amount of \$78.75 to cover the filing cost and for a certified copy. The Merger is effective for December 29, 2000.

Sincerely,

EFFECTIVE DATE
12-29-00

RICHMAN & RICHMAN, P.A.

SCOTT G. RICHMAN, ESQ.

SGR
Enclosure

Merger
1-18-01
MS

RICHMAN & RICHMAN, P.A.

ATTORNEYS AT LAW

FOURTEENTH FLOOR

BISCAYNE BUILDING

19 WEST FLAGLER STREET

MIAMI, FLORIDA 33130-4410

TELEPHONE (305) 371-1522

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E-MAIL: RRPASLAW@aol.com

JEROME S. RICHMAN

SCOTT G. RICHMAN

January 12, 2001

Secretary of State of Florida

Division of Corporations

ATTENTION: MR. DOUG SPITLER

409 East Gaines Street

Tallahassee, Florida 32399

**RE: Merger of Globaltex Styles, Inc., a Florida corporation
-into-
Brand Fabrics, Inc.**

Dear Mr. Spitler:

I am in receipt of your letter dated January 9, 2001 concerning the above matter.

In response thereto, please find the Articles and Agreement of Plan of Merger of Globaltex Styles, Inc., a Florida corporation into Brand Fabrics, Inc., a Florida corporation. A Certificate of Merger is attached. **Lastly, in response to your letter please find the written Consents by the Directors and Shareholders of the corporations involved.**

Please call me with any further questions.

Sincerely,

RICHMAN & RICHMAN, P.A.

SCOTT G. RICHMAN, ESQ.

SGR

Enclosure



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 9, 2001

RICHMAN & RICHMAN, P.A.
BISCAYNE BUILDING, 14TH FLOOR
19 WEST FLAGLER STREET
MIAMI, FL 33130-4410

SUBJECT: BRAND FABRICS INC.
Ref. Number: F42961

We have received your document for BRAND FABRICS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6957.

Doug Spidler
Document Specialist

Letter Number: 401A00001087

ARTICLES OF MERGER
Merger Sheet

MERGING:

GLOBALTEX STYLES, INC., a Florida corporation, P96000087527

INTO

BRAND FABRICS INC., a Florida entity, F42961

File date: December 27, 2000, effective December 29, 2000

Corporate Specialist: Doug Spitler

FILED

**ARTICLES AND AGREEMENT OF PLAN OF MERGER
OF**

GLOBALTEX STYLES, INC., a Florida corporation

into

BRAND FABRICS, INC., a Florida corporation

00 DEC 27 PM 2:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sub-sections 1101, 1103, 1105, and 1106 of Section 607 of the Florida General Corporations Act, the undersigned corporations hereby adopt the following Articles and Plan of Merger:

AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger dated December 3rd, 2000, between **GLOBALTEX STYLES, INC.** and **BRAND FABRICS, INC.**, is effective December 29, 2000. The two corporations are sometimes referred to herein as the "Constituent" corporation.

WHEREAS, the Board of Directors of each constituent corporation deems it advisable for the general welfare of its constituent corporation and its shareholders that the constituent corporation merge into a single corporation pursuant to this agreement and the applicable laws of the State of Florida; and

WHEREAS, the constituent corporations desire to adopt this agreement as a plan of reorganization and to consummate the merger in accordance with the provisions Section 368 of the Internal Revenue Code of 1954; and

WHEREAS, the constituent corporations desire to adopt this agreement as a plan of merger and to consummate the merger in accordance with Florida Statute Sections 607.1101, 607.1103, 607.1105, and 607.1106.

EFFECTIVE DATE
12-29-00

NOW THEREFORE, the constituent corporations agree that **GLOBALTEX STYLES, INC.** shall be merged with and into **BRAND FABRICS, INC.**, as the surviving corporation in accordance with the laws of the State of Florida; that the name of the surviving corporation shall continue to be **BRAND FABRICS, INC.** (which in its capacity as surviving corporation is hereinafter called the "surviving corporation"); and that the terms and conditions of the merger and the method of carrying it into effect shall be as follows:

ARTICLE I.

The parties hereto agree to effect this merger.

ARTICLE II.

The parties to these Article and Plan of Merger are **GLOBALTEX STYLES, INC.** and **BRAND FABRICS, INC.**, both incorporated in the State of Florida.

ARTICLE III.

The corporation to survive the Merger is **BRAND FABRICS, INC.** a Florida Corporation which shall continue under the same name.

ARTICLE IV.

No amendment to the charter of the surviving corporation is to be effected as part of the Merger.

ARTICLE V.

The Articles of Incorporation of **BRAND FABRICS, INC.** as in effect on the effective date of this Merger, shall continue in full force and effect as the Articles of Incorporation of **BRAND FABRICS, INC.** and shall not be changed or amended by the Merger.

ARTICLE VI.

BRAND FABRICS, INC. reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in a manner now or hereinafter prescribed by statute.

ARTICLE VII.

The bylaws of **BRAND FABRICS, INC.**, as such bylaws exist on the effective date of the Merger, shall remain and be the bylaws of **BRAND FABRICS, INC.** until altered, amended, or repealed or until new bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

ARTICLE VIII.

The merger provided for in this agreement shall become effective upon the completion of the following:

- (1) Adoption of this agreement by the shareholders of **GLOBALTEX STYLES, INC.** pursuant to Chapter 607 of Florida Statutes and by the shareholders of **BRAND FABRICS, INC.** pursuant to Chapter 607 of Florida Statutes;
- (2) Execution and filing of the Articles of Merger (this document) with the Secretary of State for the State of Florida in accordance with Chapter 607 of Florida Statutes.

The constituent corporations shall agree upon the date on which the Articles of Merger shall be filed with the Secretary of State for the State of Florida, but such filing shall take place with reasonable promptness after the approval of this agreement by the shareholders of the constituent corporations.

ARTICLE IX.

The Surviving Corporation shall be governed by the laws of the State of Florida.

ARTICLE X.

Conversion: The method of carrying the merger into effect and the manner and basis of converting the shares of **GLOBALTEX STYLES, INC.** into shares of the surviving corporation are as follows:

(1) Each share of the common stock (with par value of \$10.00) of **GLOBALTEX STYLES, INC.** which is issued and other than shares owned by **GLOBALTEX STYLES, INC.** in its treasury shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one share of common stock (with par value of \$1.00), of **BRAND FABRICS, INC.**

(2) Each share of **GLOBALTEX STYLES, INC.** common stock which is issued and outstanding and owned by **GLOBALTEX STYLES, INC.** in its treasury, on the effective date shall, by virtue of the merger and without any action on the part of **GLOBALTEX STYLES, INC.**, be retired and canceled.

(3) Each certificate evidencing ownership of shares of **BRAND FABRICS, INC.** common stock issued and outstanding on the effective date or held by **BRAND FABRICS, INC.** in its treasury shall continue to evidence ownership of the same number of shares of **BRAND FABRICS, INC.** common stock.

Exchange of Certificates: As promptly as practicable after the effective date, each holder of an outstanding certificate or certificates theretofore representing shares of **GLOBALTEX**

STYLES, INC. common stock shall surrender the same to the secretary of **BRAND FABRICS, INC.** and shall receive in exchange a certificate or certificates representing the number of full shares of **BRAND FABRICS, INC.** into which the shares of **GLOBALTEX STYLES, INC.** represented by the certificate or certificates so surrendered shall have been converted.

ARTICLE XI.

In accordance with the Annual Meeting of Shareholders and Directors of **BRAND FABRICS, INC.** which took place on December 3rd, 2000, this agreement hereby confirms that the Officers and Directors elected at that meeting shall serve as such for the surviving corporation, **BRAND FABRICS, INC.**.

ARTICLE XII.

Effect of the Merger:

On the effective date, the separate existence of **GLOBALTEX STYLES, INC.** shall cease (except insofar as continued by Statute) and it shall be merged with an into the surviving corporation. All the property, real, personal, and mixed, of each of the constituent corporations, and all debts due to either of them, shall be transferred to and vested in the surviving corporation, without further act or deed. The surviving corporation shall then be responsible, and liable for all the liabilities and obligations, including liabilities to holders or dissenting shares, of each of the constituent corporations, and any claim or judgment against either of the constituent corporations may be enforced against the surviving corporation.

ARTICLE XIII.

This agreement shall be submitted to the shareholders of the constituent corporations as provided by the applicable laws of the State of Florida at meetings called for that purpose. There shall be required for the adoption of this agreement an affirmative vote of at least a majority vote of the holders of the outstanding shares of the common stock of each of the constituent corporations.

ARTICLE XIV.

Entire Agreement: This agreement constitutes the entire agreement between the parties and supercedes and cancels any other agreement, representation, or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

ARTICLE XV.

The effective date of the merger is December 29th, 2000.

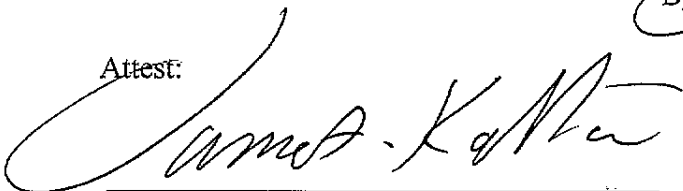
IN WITNESS WHEREOF, the parties have executed this agreement as of the date first above written.

BRAND FABRICS, INC.

By: 

AMNON JAMES KATTAN, President

Attest:



AMNON JAMES KATTAN, Director

GLOBALTEX STYLES, INC.

By: _____

OREN E. KATTAN, President

Attest:

OREN E. KATTAN, Director

STATE OF FLORIDA)

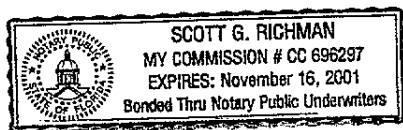
COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared **OREN E. KATTAN**, to me well known and known to me to be the President of **GLOBALTEX STYLES, INC.**, the corporation named in the foregoing **MERGER OF GLOBALTEX STYLES, INC. into BRAND FABRICS, INC.**, and known to me to be the person who as such officer of said corporation executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, said County and State, this 3rd day of December 2000.

Notary Public, State of Florida at Large

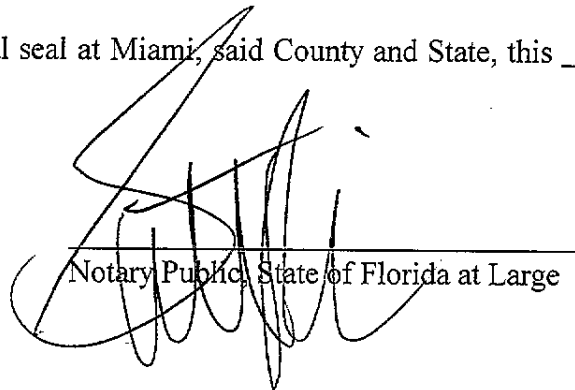
My Commission Expires:



STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared **AMNON J. KATTAN**, to me well known and known to me to be the President, Secretary, and sole Director of **BRAND FABRICS, INC.**, the corporation named in the foregoing **MERGER OF GLOBALTEX STYLES, INC. into BRAND FABRICS, INC.**, and known to me to be the person who as such officer of said corporation executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, said County and State, this 3rd day of December 2000.



Notary Public, State of Florida at Large

My Commission Expires:



**DIRECTOR AND STOCKHOLDER's CONSENT OF GLOBALTEX STYLES, INC.
TO A PLAN OF MERGER OF GLOBALTEX STYLES, INC. INTO
BRAND FABRICS, INC.**

WE, THE UNDERSIGNED, being the sole director and the sole stockholder of **GLOBALTEX STYLES, INC.**, a corporation created and existing under and by virtue of the Laws of the State of Florida, deeming it advisable and best for the interest of said corporation that the same should forthwith be merged with **BRAND FABRICS, INC.** hereby unanimously consents to the dissolution of said corporation, and do sign this consent to the end that it may be filed in the offices of the Secretary of State of the State of Florida, as provided by law.

STOCKHOLDER AND DIRECTOR:



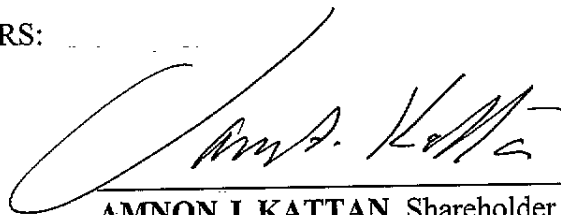
OREN E. KATTAN, Sole Director and
Sole Stockholder

Dated: December 31st, 2000.

**DIRECTOR AND STOCKHOLDER'S CONSENT OF BRAND FABRICS, INC.
TO A PLAN OF MERGER OF GLOBALTEX STYLES, INC. INTO
BRAND FABRICS, INC.**

WE, THE UNDERSIGNED, being the sole directors and the sole stockholder of **BRAND FABRICS, INC.**, a corporation created and existing under and by virtue of the Laws of the State of Florida, deeming it advisable and best for the interest of said corporation that the same should forthwith be merged with **GLOBALTEX STYLES, INC.** consents to the merger of said corporations, and does sign this consent to the end that it may be filed in the offices of the Secretary of State of the State of Florida, as provided by law.

STOCKHOLDERS AND DIRECTORS:



AMNON J. KATTAN, Shareholder and Director



MADELAINE KATTAN, Director

Dated: December 3rd, 2000.