

Document Number Only

**F95000005941**

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone  
904-222-1092

**CORPORATION(S) NAME**

400001658284  
-12/11/95--01008--013  
\*\*\*\*\*70.00/ \*\*\*\*\*70.00

*The Hyman Companies, Inc.*

SECRET  
DIVISION OF REVENUE  
STATE OF FLORIDA  
DEC 16 11:12 AM '95

*12/6*

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS/ G/S
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

*3:00*

*12/6/95*

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

*file 1st*


**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. The Hyman Companies, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. Applied for  
(FEI number, if applicable)
4. May 18, 1995  
(Date of incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 833 North 13th Street, Allentown, Pennsylvania 18101  
  
(Current mailing address)
8. Specifically but not limited to the retail sale of jewelry and related items.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
  
Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*

C T Corporation System

  
\_\_\_\_\_  
(Registered agent's signature) (Officer)

Frank T. Stephens, Asst. Vice President

\_\_\_\_\_  
(Type Name and Title of Officer)

RECEIVED  
DIVISION OF CORPORATIONS  
5-5 PM 12/7

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Nat. L. Hyman

Address: 833 North 13th Street  
Allentown, Pennsylvania 18101

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: Nat. L. Hyman

Address: 833 North 13th Street  
Allentown, Pennsylvania 18101

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: Mina Hyman

Address: 833 North 13th Street  
Allentown, Pennsylvania 18101

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

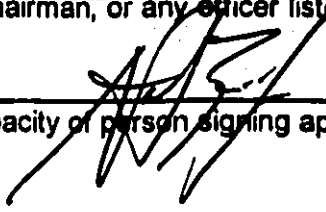
**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

✓ 14. Nat. L. Hyman, President \_\_\_\_\_

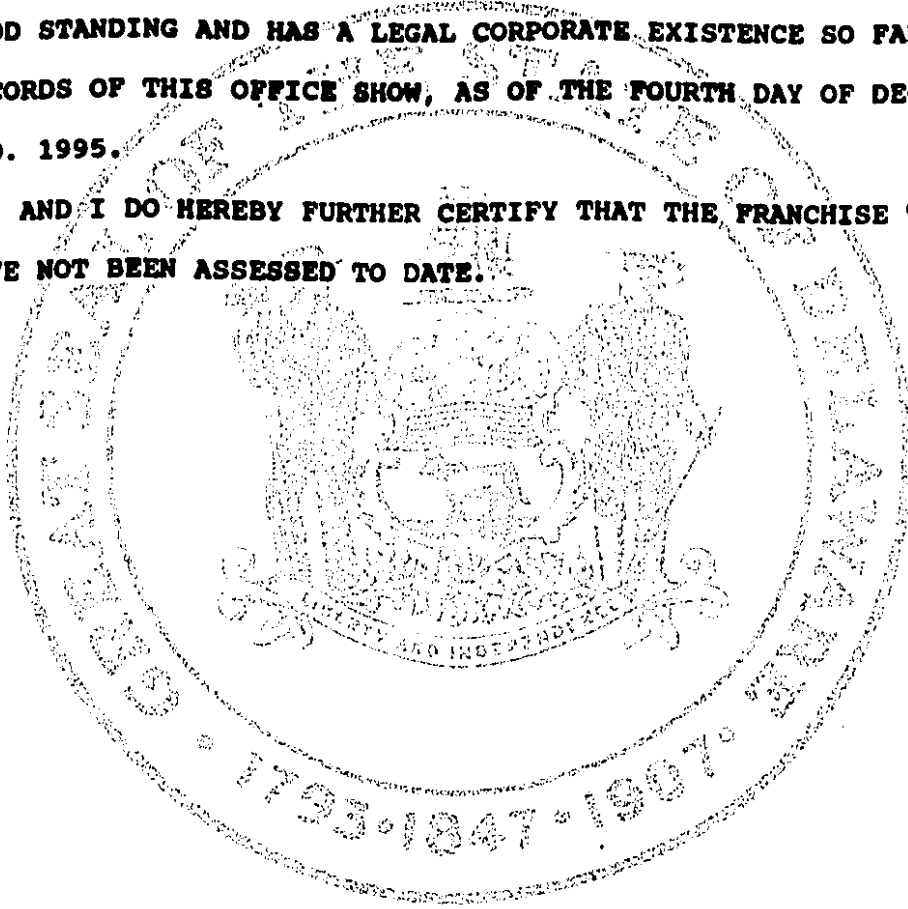
(Typed or printed name and capacity of person signing application)



State of Delaware  
**Office of the Secretary of State**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE HYMAN COMPANIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC -6 PM 12:17



*Edward J. Freel*

Edward J. Freel, Secretary of State

2506747 8300

950279946

AUTHENTICATION:

7732575

DATE:

12-04-95

Document Number Only

# F95000005941

## FILED

95 DEC -6 PM 12:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01-01-96

000001658290  
-12/11/95--01011--015  
\*\*\*280.00 \*\*\*280.00

### C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone  
904-222-1092

### CORPORATION(S) NAME

NLH - Boca Raton Ltd., Inc.

NLH - Dadeland Ltd., Inc.

NLH - Mail Order Ltd., Inc.

THE - Aventura Ltd., Inc.

THE - Bayside Ltd., Inc.

THE - Brandon Ltd., Inc.

THE - Broward Ltd., Inc.

merged into: The Hyman Companies, Inc.

Profit

NonProfit

Limited Liability Company

Foreign

Amendment

Dissolution/Withdrawal

Merger

Mark

Limited Partnership

Reinstatement

Annual Report

Reservation

Other

Change of R.A.

Certified Copy

Photo Copies

Fictitious Name

CUS/ G/S

Call When Ready

Walk In

Mail Out

Call If Problem

Will Wait

After 4:30

Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

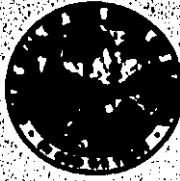
3:00

12/6/95

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

N. HENDRICKS DEC - 6 1995

file 2nd



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

**ARTICLES OF MERGER**  
**Merger Sheet**

.....  
**MERGING:**

**N.L.H. - BOCA RATON, LTD., INC., A FLORIDA CORPORATION, M86295**  
**NLH-DADELAND LTD., INC., A FLORIDA CORPORATION, S61186**  
**NLH-MAIL ORDER, LTD., INC., A FLORIDA CORPORATION, M92693**  
**TLC-AVENTURA LTD., INC., A FLORIDA CORPORATION, P93000087649**  
**TLC-BAYSIDE LTD., INC., A FLORIDA CORPORATION, P94000044412**  
**TLC-BRANDON LTD., INC., A FLORIDA CORPORATION, P94000072144**  
**TLC-BROWARD LTD., INC., A FLORIDA CORPORATION, P93000058214**

**into**

**THE HYMAN COMPANIES, INC., a Delaware corporation F95000005941**

**File date: December 6, 1995 , effective January 1, 1996**

**Corporate Specialist: Nancy Hendricks**

ARTICLES OF MERGER

EFFECTIVE DATE  
01-01-96

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merger and the states under the laws of which such corporations are organized are as follows:

Name of corporation	State of Incorporation
THE HYMAN COMPANIES, INC.	Delaware
NLH-BOCA RATON LTD., INC.	Florida
NLH-DADELAND LTD., INC.	Florida
NLH-MAIL ORDER LTD., INC.	Florida
TLC-AVENTURA LTD., INC.	Florida
TLC-BAYSIDE LTD., INC.	Florida
TLC-BRANDON LTD., INC.	Florida
TLC-BROWARD LTD., INC.	Florida

FILED  
95 DEC -5 PM 12:41  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. as the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The plan of merger is attached hereto as Exhibit A.

FIFTH: The effective date of the certificate of merger shall be the 1st day of January, 1996.

SIXTH: The plan of merger was adopted by the shareholders of each party to the merger on the date set opposite the name of the corporation:

THE HYMAN COMPANIES, INC.	<u>Nov. 20</u> , 1995
NLH-BOCA RATON LTD., INC.	<u>Nov 20</u> , 1995
NLH-DADELAND LTD., INC.	<u>Nov 20</u> , 1995
NLH-MAIL ORDER LTD., INC.	<u>Nov 20</u> , 1995
TLC-AVENTURA LTD., INC.	<u>Nov. 20</u> , 1995
TLC-BAYSIDE LTD., INC.	<u>Nov 20</u> , 1995
TLC-BRANDON LTD., INC.	<u>Nov 20</u> , 1995
TLC-BROWARD LTD., INC.	<u>Nov 20</u> , 1995



Signed this 20<sup>th</sup> day of Nov., 1995.

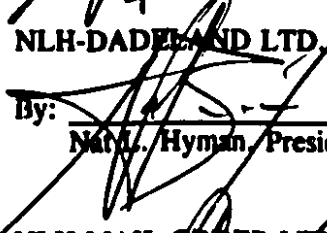
THE HYMAN COMPANIES, INC.

By:   
Nat L. Hyman, President

NLH-BOCA RATON LTD., INC.

By:   
Nat L. Hyman, President

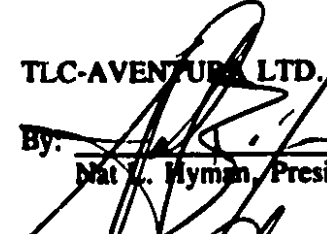
NLH-DADELAND LTD., INC.

By:   
Nat L. Hyman, President

NLH-MAIL ORDER LTD., INC.

By:   
Nat L. Hyman, President

TLC-AVENTURE LTD., INC.

By:   
Nat L. Hyman, President

TLC-BAYSIDE LTD., INC.

By:   
Nat L. Hyman, President

TLC-BRANDON LTD., INC.

By:   
Nat L. Hyman, President

TLC-BROWARD LTD., INC.

By:   
Nat L. Hyman, President

**EXHIBIT A**  
**PLAN OF MERGER**

**FIRST:** THE HYMAN COMPANIES, INC., a corporation organized under the laws of the State of Delaware, shall merge with and into itself and assume the liabilities and obligations of NLH-BOCA RATON LTD., INC., NLH-DADELAND LTD., INC., NLH-MAIL ORDER LTD., INC., TLC-AVENTURA LTD., INC., TLC-BAYSIDE LTD., INC., TLC-BRANDON LTD., INC., and TLC-BROWARD LTD., INC., corporations organized under the laws of the State of Florida. The name of the surviving corporation is THE HYMAN COMPANIES, INC.

**SECOND:** Since all of the issued and outstanding shares of THE HYMAN COMPANIES, INC., the surviving corporation, and all of the issued and outstanding shares of NLH-BOCA RATON LTD., INC., NLH-DADELAND LTD., INC., NLH-MAIL ORDER LTD., INC., TLC-AVENTURA LTD., INC., TLC-SAYSIDE LTD., INC., TLC-BRANDON LTD., INC., and TLC-BROWARD LTD., INC., the merging corporations, are owned by Nat L. Hyman, on the effective date of the merger all of the issued and outstanding shares of NLH-BOCA RATON LTD., INC., NLH-DADELAND LTD., INC., NLH-MAIL ORDER LTD., INC., TLC-AVENTURA LTD., INC., TLC-BAYSIDE LTD., INC., TLC-BRANDON LTD., INC., and TLC-BROWARD LTD., INC., the merging corporations shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

**THIRD:** The Certificate of Incorporation of THE HYMAN COMPANIES, INC. shall be the Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

**FOURTH** The by-laws of THE HYMAN COMPANIES, INC. shall be the by-laws of the corporation surviving the merger.

**FIFTH:** The directors and officers of THE HYMAN COMPANIES, INC. shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

**SIXTH:** The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

**SEVENTH:** The merger shall be effective on the 1st day of January, 1996.