



3242

FILED
DEC - 5 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 622554 4301769

AUTHORIZATION : *Patricia Pijuta*

COST LIMIT : \$ ~~87.50~~ 122.50

ORDER DATE : December 4, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 622554-005

CUSTOMER NO: 4301769

CUSTOMER: Martin I. Semel, Esq
Semel & Patrusky
100 Jericho Quadrangle

Jericho, NY 11753

300002363823-9

Merger

ARTICLES OF MERGER

LAW, NORTH MIAMI CORP.

INTO

ZACHARY'S RETAIL GROUP, INC.

RECEIVED
97 DEC - 5 AM 10:00
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON:

JEANINE GLISAR

EXAMINER'S INITIALS:

Name	12/5/97
Availability	
Examiner	<i>[Signature]</i>
Update	<i>[Signature]</i>
Verify	<i>[Signature]</i>
W.P. Verify	<i>[Signature]</i>

F97000003242

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAW, NORTH MIAMI CORP. a Florida corporation P97000003354

INTO

ZACHARY'S RETAIL GROUP, INC., a Delaware corporation, F97000003242

File date: December 5, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER
OF
LAW, NORTH MIAMI CORP.
AND

ZACHARY'S RETAIL GROUP, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Law, North Miami Corp. with and into Zachary's Retail Group, Inc.

2. The shareholders entitled to vote on the aforesaid Plan of Merger of Law, North Miami Corp. approved and adopted the Plan of Merger at a meeting of said shareholders held on November 26, 1997.

3. The shareholders of Zachary's Retail Group, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on November 26, 1997, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The merger of Law, North Miami Corp. with and into Zachary's Retail Group, Inc. is permitted by the laws of the jurisdiction of organization of Zachary's Retail Group, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Zachary's Retail Group, Inc. was November 26, 1997.

Executed on November 26, 1997.

Law, North Miami Corp.

By: Sydney Siegel
Name: Sydney Siegel
Capacity: President

Zachary's Retail Group, Inc.

By: Sydney Siegel
Name: Sydney Siegel
Capacity: President

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PLAN OF MERGER adopted on November 26, 1997 by resolution of the Board of Directors of LAW, NORTH MIAMI CORP., a business corporation organized under the laws of the State of Florida, and adopted on November 26, 1997 by resolution of the Board of Directors of ZACHARY'S RETAIL GROUP, INC., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are LAW, NORTH MIAMI CORP., a business corporation organized under the laws of the State of Florida, and ZACHARY'S RETAIL GROUP, INC., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which LAW, NORTH MIAMI CORP. plans to merge is ZACHARY'S RETAIL GROUP, INC.

1. LAW, NORTH MIAMI CORP. and ZACHARY'S RETAIL GROUP, INC., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction or organization of ZACHARY'S RETAIL GROUP, INC., be merged with and into a single corporation, to wit, ZACHARY'S RETAIL GROUP, INC., which shall be the surviving corporation upon the effective date of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of LAW, NORTH MIAMI CORP., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction or organization of the surviving corporation.

3. The by-laws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one-quarter share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.