

DEC 18 2008 9:00 AM

NO. 991

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

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Account Name : CORPORATION SERVICE COMPANY
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE.

LONGCHAMP USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$143.75

A. LUNT

DEC 19 2008

EXAMINER

Susie ex 295-b

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Longchamp Coral Gables LLC	Florida	LLC
Longchamp Palm Beach LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Longchamp USA, Inc.	Delaware	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2008

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Longchamp USA, Inc.

435A U.S. Highway 130 North

Yardville, NJ 08620

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Longchamp Coral Gables LLC	<i>Marti Carroll</i>	Marti Carroll
Longchamp Palm Beach LLC	<i>Marti Carroll</i>	Marti Carroll
Longchamp USA, Inc.	<i>Marti Carroll</i>	Marti Carroll

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Longchamp Coral Gables LLC	Florida	LLC
Longchamp Palm Beach LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Longchamp USA, Inc.	Delaware	Corporation

THIRD: The terms and conditions of the merger are as follows:

The constituent limited liability companies shall be merged with and into Longchamp USA, Inc., which shall be the surviving corporation from and after the effective time of the merger and which shall continue to exist under its present name pursuant to the laws of its jurisdiction of incorporation. The separate existence of the limited liability companies shall cease at said effective time in accordance with the laws of their jurisdiction of formation.

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The outstanding and existing limited liability company interests in each of the merging limited liability companies shall, at the effective time of the merger, be cancelled and retired and cease to exist, and no consideration shall be delivered in exchange therefor. The issued and outstanding shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding as of the effective date of the merger shall continue to represent one issued and outstanding share of the surviving corporation.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Not applicable

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

i) The present Certificate of Incorporation of the surviving corporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to Delaware law.

ii) The executed Plan of Merger is on file at the survivor's office located at 435A U.S. Highway 130 N, Yardville, NJ 08620, and a copy will be furnished on request and without cost to any stockholder of the corporation or to any member of any constituent limited liability company.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

The effective date of the merger shall be December 31, 2008.

(Attach additional sheet if necessary)

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