



F99000006208

FILED  
DEC 18 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 389474 7126184

AUTHORIZATION :

*Patricia Figure*

COST LIMIT : \$ 70.00

ORDER DATE : December 17, 2001

ORDER TIME : 9:47 AM

EFFECTIVE DATE  
12/30/01

ORDER NO. : 389474-020

CUSTOMER NO: 7126184

CUSTOMER: Joann Gama, Legal Asst  
Linens 'n Things, Inc.  
151 E. Post Road  
Suite 111  
White Plains, NY 10601

500004730395--8

ARTICLES OF MERGER

SOUTHSIDE SQUARE LINENS 'N  
THINGS, INC.

INTO

LNT, INC

RECEIVED  
01 DEC 18 AM 11:43  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*DR*  
12/18/01

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

SOUTHSIDE SQUARE LINENS 'N THINGS, INC., a Fla corp P98000069671

into

LNT, INC., d/b/a in Florida as LNT ORLANDO, INC., a New Jersey entity  
F99000006208

File date: December 18, 2001 , effective December 30, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

EFFECTIVE DATE  
12/30/01

FILED  
01 DEC 18 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
SOUTHSIDE SQUARE LINENS 'N THINGS, INC.  
AND  
LNT, 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 Southside Square Linens 'n Things, Inc. with and into LNT, Inc.

2. The Shareholders entitled to vote on the aforesaid Plan of Merger of Southside Square Linens 'n Things, Inc. approved and adopted the Plan of Merger at a meeting of said shareholders held on December 1, 2001.

3. The merger of Southside Square Linens 'n Things, Inc. with and into LNT, Inc. is permitted by the laws of the jurisdiction of organization of LNT, 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 LNT, Inc. was December 1, 2001.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on the close of business, December 30, 2001.

Executed on December 1, 2001.

Southside Square Linens 'n Things, Inc.

By: 

Name: David Dick  
Capacity: Secretary

LNT, Inc.

By: 

Name: David Dick  
Capacity: Secretary

PLAN OF MERGER adopted on December 1, 2001 by resolution of the Board of Directors of Southside Square Linens 'n Things, Inc., a business corporation organized under the laws of the State of Florida, and adopted on December 1, 2001 by resolution of the Board of Directors of LNT, Inc., a business corporation organized under the laws of the State of New Jersey. The names of the corporations planning to merge are Southside Square Linens 'n Things, Inc., a business corporation organized under the laws of the State of Florida, and LNT, Inc., a business corporation organized under the laws of the State of New Jersey. The name of the surviving corporation into which Southside Square Linens 'n Things, Inc. plans to merge is LNT, Inc.

1. Southside Square Linens 'n Things, Inc. and LNT, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of LNT, Inc. be merged with and into a single corporation, to wit, LNT, 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 Southside Square Linens 'n Things, Inc., 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 of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws 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 bylaws of the surviving corporation.

5. (a) Each share of common stock, no par value (the "Common Stock"), of the non-surviving corporation issued and outstanding immediately prior to the effectiveness of the Merger, will upon and by virtue of the Merger be automatically cancelled and converted into one-half of a share of common stock, no par value, of LNT, Inc. and (b) each share of common stock, no par value, of LNT, Inc. issued and outstanding immediately prior to the effectiveness of the Merger, will upon and by virtue of the Merger be automatically cancelled and converted into one-half of a share of common stock of LNT, Inc.

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 of the State of New Jersey, 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.