

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

G 44745

2001 JUL -9 PM 12:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Beall's Outlet Stores AZ, Inc

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ☒ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

EFFECTIVE DATE
08-05-01

G. COULLETTE JUL 09 2001

Signature _____

Requested by: LW 7/9 9:41
Name Date Time

Walk-In _____ Will Pick Up _____

RECEIVED
01 JUL -9 AM 10:00
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

BEALL'S OUTLET STORES-AZ, INC., a Arizona corporation not qualified
BEALL'S OUTLET STORES-GA, INC., a Georgia corporation not qualified

INTO

BEALL'S OUTLET STORES, INC., a Florida entity, G44745

File date: July 9, 2001, effective August 5, 2001

Corporate Specialist: Cheryl Coulliette

Fax Audit No.:

**ARTICLES OF MERGER
OF
BEALL'S OUTLET STORES-AZ, INC.
AND
BEALL'S OUTLET STORES-GA, INC.
AND
BEALL'S OUTLET STORES, INC.**

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Pursuant to the provisions of Sections 607.1105 & 607.1104 of the Florida Statutes, the undersigned entities adopt the following Articles of Merger for the purpose of merging them into one entity:

1. One of the merging entities is BEALL'S OUTLET STORES-AZ, INC. This entity is a corporation organized under the laws of Arizona and is a subsidiary corporation of BEALL'S OUTLET STORES, INC.
2. One of the merging entities is BEALL'S OUTLET STORES-GA, INC. This entity is a corporation organized under the laws of Georgia and is a subsidiary corporation of BEALL'S OUTLET STORES, INC.
3. The surviving entity is BEALL'S OUTLET STORES, INC., 1806 38TH Avenue East, Bradenton, Florida 34208. This entity is a corporation organized under the laws of Florida and is the parent corporation of the aforementioned corporations. The registered agent is Paul Galizia, 1806 38th Avenue East, Bradenton, Florida 34208.
4. BEALL'S OUTLET STORES - AZ, INC. has one thousand (1,000) outstanding shares and one thousand (1,000) votes entitled to be cast. One thousand (1,000) votes approved the Plan of Merger.
5. BEALL'S OUTLET STORES - GA, INC. has five hundred (500) outstanding shares and five hundred (500) votes entitled to be cast. Five hundred (500) votes approved the Plan of Merger.
6. BEALL'S OUTLET STORES, INC. has four thousand (4,000) outstanding shares and four thousand (4,000) votes entitled to be cast. Four thousand (4,000) shares approved the Plan of Merger.
7. The Plan of Merger, attached hereto as Exhibit "A" and made a part hereof, was approved by the Board of Directors and the shareholders of all classes of stock of BEALL'S OUTLET STORES-AZ, INC., BEALL'S OUTLET STORES-GA, INC., and BEALL'S OUTLET STORES, INC. on June 21, 2001, in accordance with the requirements of Sections 607.1101.
8. The merger shall be effective as of 12:01 a.m. on August 5, 2001.

EFFECTIVE DATE
08-05-01

Prepared By:
Nicole A. Ryskamp
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0185795

Fax Audit No.:

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BEALL'S OUTLET STORES-AZ, INC.


By: 

Stephen M. Knopik

Its: Vice President

Effective as of August 5, 2001

BEALL'S OUTLET STORES-GA, INC.

By: 

Stephen M. Knopik

Its: Vice President

Effective as of August 5, 2001

BEALL'S OUTLET STORES, INC.

By: 

Stephen M. Knopik

Its: Vice President

Effective as of August 5, 2001

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EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER dated as of August 5, 2001, between BEALL'S OUTLET STORES, INC., a Florida corporation, hereinafter called the surviving corporation, and BEALL'S OUTLET STORES-AZ, INC., an Arizona corporation, and BEALL'S OUTLET STORES-GA, INC., a Georgia corporation, hereinafter collectively called the absorbed corporation.

RECITALS:

A. BEALL'S OUTLET STORES, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1806 38th Avenue East, Bradenton, FL 34208, and is the parent corporation of BEALL'S OUTLET STORES-AZ, INC. and BEALL'S OUTLET STORES-GA, INC.

B. BEALL'S OUTLET STORES, INC. is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock, of which four thousand (4,000) shares are issued and outstanding.

C. BEALL'S OUTLET STORES-AZ, INC. is a corporation organized and existing under the laws of the State of Arizona, with its principal office at 101 N. First Avenue, #2700, Phoenix, AZ, 85003.

D. BEALL'S OUTLET STORES-AZ, INC., is authorized to issue one hundred thousand (100,000) shares of One Dollar (\$1.00) par value common stock, of which one thousand (1,000) shares are issued and outstanding.

E. BEALL'S OUTLET STORES-GA, INC. is a corporation organized and existing under the laws of the State of Georgia, with its principal office at 200 E. St. Julian St., 3rd floor, Savannah, GA 31401.

F. BEALL'S OUTLET STORES-GA, INC., is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock, of which five hundred (500) shares are issued and outstanding.

G. The Board of Directors and the shareholder of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholder that BEALL'S OUTLET STORES-AZ, INC. and BEALL'S OUTLET STORES-GA, INC. be merged into BEALL'S OUTLET STORES, INC. pursuant to the provisions of Sections 607.1104, et seq., of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Prepared By:
Nicole A. Ryskamp
Bialock, Landers, Walters & Vogler, P.A.
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Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 018579

Fax Audit No.:

1. MERGER. BEALL'S OUTLET STORES-AZ, INC. and BEALL'S OUTLET STORES-GA, INC. shall merge with and into BEALL'S OUTLET STORES, INC., which shall be the surviving corporation.

2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

a. Since the surviving corporation is the sole shareholder of the absorbed corporations, the absorbed corporation's stock shall not be converted into stock of the surviving corporation.

b. Upon the effective date, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, each share of common stock of Beall's Outlet Stores - AZ, Inc. and Beall's Outlet Stores - GA, Inc. outstanding immediately prior thereto shall be canceled, retired and cease to be outstanding.

4. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. CHANGES IN BYLAWS. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation as of the effective date of the merger shall be as follows:

CEO, Asst. Secretary/Treasurer, & Director:	Robert M. Beall, II
President:	Paul G. Galizia
Vice President,	
Treasurer,	
Secretary & Director:	Stephen M. Knopik
Director:	Betty Szymanski
Vice President:	Charles Boscarino
Vice President:	Chris Collins
Vice President:	Lee Harmon

Fax Audit No.:

Divisional Vice President:
Divisional Vice President:
Divisional Vice President:
Divisional Vice President:
Divisional Vice President:

Dave Audet
Robert Weldon
Peggy Colburn
Tianne Doyle
Kenneth Apple

7. PROHIBITED TRANSACTIONS. None of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. APPROVAL BY SHAREHOLDERS. This Plan of Merger shall be submitted for the approval of the principals of the constituent corporations by written consent in the manner provided by the applicable laws of the State of Florida on or before July 30, 2001, or at such other time as to which the Board of Directors and Shareholders of the constituent corporations may agree.

9. EFFECTIVE DATE OF MERGER. The effective date and time of this merger shall be as of 12:01 a.m. on August 5, 2001.

10. ABANDONMENT OF MERGER. This Plan of Merger may be abandoned by action of the management of either the surviving or the absorbed corporations without shareholder approval at any time prior to the effective date on the happening of either of the following events:

a. If the merger is not approved by the Board of Directors or shareholders of the surviving corporation or the absorbed company on or before July 30, 2001.

b. If, in the judgment of the management of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting dissenter's rights under the laws of the State of Florida.

11. EXECUTION OF AGREEMENT. This Plan of Merger may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one Plan of Merger, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

Executed on behalf of the parties by their respective officers and sealed with their corporate and company seals pursuant to the authorization of their respective Board of Directors on the date first above written.

Effective as of August 5, 2001.

BEALL'S OUTLET STORES, INC.

By: _____

Stephen M. Knopik

Its: Vice President

(Corporate Seal)

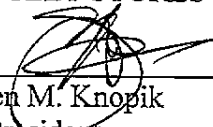
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BEALL'S OUTLET STORES-AZ, INC.

(Corporate Seal)

By: 
Stephen M. Knopik
Its: Vice President

BEALL'S OUTLET STORES-GA, INC.

(Corporate Seal)

By: 
Stephen M. Knopik
Its: Vice President

Prepared By:
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