

Division of Corporations

Page 1 of 1

644745

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

01/29/06

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000003834 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : BLALOCK, WALTERS, HELD & JOHNSON, P.A.  
Account Number : 076666003611  
Phone : (941) 748-0100  
Fax Number : (941) 745-2093

## MERGER OR SHARE EXCHANGE

BEALL'S OUTLET STORES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

MERGER SHALL BE EFFECTIVE  
AS OF JANUARY 29, 2006.

FILED  
06 JAN -5 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
06 JAN -5 AM 8:00  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

Merger

01/29/06

Fax Audit #(((H06080003834 3)))

FILED  
06 JAN -5 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF MERGER  
OF  
MY GIFT COTTAGE.COM, INC.  
AND  
BEALL'S OUTLET STORES, INC.

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

1. The merging entity is MY GIFT COTTAGE.COM, INC., a Florida corporation.
2. The surviving entity is BEALL'S OUTLET STORES, INC., a Florida corporation, with a principal place of business at 1806 38th Avenue East, Bradenton, Florida 34208. The registered agent is Paul Galizia, 1806 38th Avenue East, Bradenton, Florida 34208.
3. The merging and surviving corporations are wholly-owned subsidiaries of Beall's, Inc. and, as such, shareholder approval was not required.
4. The Plan of Merger, attached hereto as Exhibit "A" and made a part hereof, was approved by the Board of Directors of Beall's, Inc., as the parent corporation of both the merging and surviving corporations, on December 15, 2005, in accordance with the requirements of Sections 607.1104.
5. The merger shall be effective as of January 29, 2006.

MY GIFT COTTAGE.COM, INC.

By: 

Stephen M. Knopik

Its: CEO

Effective as of January 29, 2006

BEALL'S OUTLET STORES, INC.

By: 

Stephen M. Knopik

Its: Vice President

Effective as of January 29, 2006

Fax Audit #(((H06000003834 3)))

Fax Audit #(((H06000003834 3)))

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

THIS PLAN OF MERGER dated as of January 29, 2006, among BEALL'S OUTLET STORES, INC., a Florida corporation, hereinafter also called the surviving corporation, and MY GIFT COTTAGE.COM, INC., a Florida corporation, hereinafter also called the merging corporation; and BEALL'S, INC., a Florida corporation, hereinafter also called the parent 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.

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 five thousand (5,000) shares are issued and outstanding.

C. MY GIFT COTTAGE.COM, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1806 38<sup>th</sup> Ave. East, Bradenton, FL 34208.

D. MY GIFT COTTAGE.COM, 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.

E. BEALL'S OUTLET STORES, INC. and MY GIFT COTTAGE.COM, INC. are wholly owned subsidiaries of BEALL'S, INC.

F. The Board of Directors of the parent corporation deem it desirable and in the best business interest of the each corporation that MY GIFT COTTAGE.COM, 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:

1. MERGER. MY GIFT COTTAGE.COM, 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 merging 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 merging corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the merging corporation,

Fax Audit #(((H06000003834 3)))

Fax Audit #((H06000003834 3)))

and neither the rights of creditors nor any liens on the property of the merging 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 merging corporation and the surviving corporation are both wholly-owned subsidiaries of Beall's, Inc., upon the effective date, by virtue of this Plan of Merger, and without any action on the part of the shareholders, the outstanding shares of MY GIFT COTTAGE.COM, INC. shall be canceled.

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	R.M. Beall, II
President	Paul Galizia
Vice President,	
Treasurer &	
Secretary	Stephen M. Knopik
Sr. Vice President	Tianne Doyle
Sr. Vice President	Bill Simpson
Vice President	Charlie Boscarino
Vice President	Chris Collins
Vice President	Lee Harmon
Vice President	Dave Audet
Director	R.M. Beall, II
Director	Betty Szymanski
Director	Stephen M. Knopik

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 merging and surviving corporations 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 is adopted without the consent of the shareholders of the parent corporation or the merging and surviving corporation pursuant to Section 607.1104, of the Florida Statutes. The shareholders of the merging and surviving

Fax Audit #(((H06000003834 3)))

corporations who, except for the applicability of Section 607.1104, of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, of the Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.

9. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be January 29, 2006.

10. ABANDONMENT OF MERGER. This Plan of Merger may be abandoned by action of the management of either the surviving or the merging corporations without approval at any time prior to the effective date, if, in the judgment of the management of either the surviving or the merging 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 January 29, 2006.

BEALL'S OUTLET STORES, INC.

(Corporate Seal)

By:   
Stephen M. Knopik  
Its: Vice President

MY GIFT COTTAGE.COM, INC.


(Corporate Seal)

By:   
Stephen M. Knopik  
Its: CEO

BEALL'S, INC., as the sole shareholder of both the merging and surviving corporations hereby waives the mailing requirements set forth in Section 607.1104, of the Florida Statutes.

BEALL'S, INC.

(Corporate Seal)

By:   
Stephen M. Knopik  
Its: President