

# H15685



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 014848 4803290

AUTHORIZATION :

*Patricia Puyot*

COST LIMIT : \$ 105.00

ORDER DATE : October 29, 1998

ORDER TIME : 8:58 AM

ORDER NO. : 014848-005

CUSTOMER NO: 4803290

CUSTOMER: Mr. William Kim  
Kramer Levin Naftalis &  
41st Floor  
919 Third Avenue  
New York, NY 10022

ARTICLES OF MERGER

ILISSA 2000 INC.  
SPOSABELLA GOWNS, LTD.

INTO

THE DNE GROUP, INC.

RECEIVED  
98 OCT 30 AM 10:02  
DIVISION OF CORPORATIONS

800002676508--3

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

*merger*  
*11/9/98*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 30 PM 11:34

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SPOSABELLA GOWNS, LTD., a nonqualified New York corp.  
ILISSA 2000 INC., a FI corp., H 15685

INTO

**THE DNE GROUP, LTD.**, a Delaware corporation not qualified in Florida.

File date: October 30, 1998

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 105.00



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RECEIVED  
99 NOV -5 AM 10:44  
DIVISION OF CORPORATION

October 30, 1998

CSC  
CASSANDRA BRYANT  
TALLAHASSEE, FL

SUBJECT: ILISSA 2000 INC.  
Ref. Number: H15685

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for ILISSA 2000 INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The form used for this merger is for cross entity mergers only. This merger should be filed in compliance with sections 607.1101 - 607.1107 of the Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 498A00053238

# RESUBMIT



Please give original  
submission date as file date.

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RECEIVED  
98101-9 AM 10:45  
DIVISION OF CORPORATION

November 5, 1998

CSC  
CASSANDRA BRYANT  
TALLAHASSEE, FL

SUBJECT: ILISSA 2000 INC.  
Ref. Number: H15685

We have received your document for ILISSA 2000 INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 098A00053992

ARTICLES OF MERGER

OF

SPOSABELLA GOWNS, LTD.  
(a New York corporation)

AND

ILISSA 2000 INC.  
(a Florida corporation)

INTO

THE DNE GROUP, LTD.  
(a Delaware corporation)

(In accordance with Section 607.1101-607.1107, Florida Statutes)

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 Sposabella Gowns, Ltd. ("Sposabella") and Ilissa 2000 Inc. ("Ilissa") with and into The DNE Group, Ltd. (the "Company").

2. The shareholders entitled to vote on the aforesaid Plan of Merger of Sposabella and Ilissa, approved and adopted the Plan of Merger at a meeting of said shareholders held on October 23, 1998.

3. The merger of Sposabella and Ilissa with and into the Company is permitted by the laws of the jurisdiction of organization of the Company and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of the Company was October 23, 1998.

4. The effective time and date of the merger herein shall be that on which all of the certificates of merger, in such forms as are required by, and executed in accordance with, the relevant provisions of the Law, have been filed with each Secretary of State of the State of Delaware, the Secretary of State of the State of New York and the Secretary of State of the State of Florida.

Executed on October 29, 1998.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 30 PM 1:34

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SIGNATURE(S) FOR EACH PARTY:

*(Note: Please see instructions for required signatures.)*

| <u>Name of Entity</u>         | <u>Signature(s)</u> | <u>Typed or Printed Name of Individual</u> |
|-------------------------------|---------------------|--|
| <u>Ilissa 2000 Inc.</u>       | <u>Maria Golias</u> | <u>Maria Golias</u>                        |
|                               |                     | <u>President and Secretary</u>             |
|                               |                     |  |
|                               |                     |  |
| <u>Sposabella Gowns, Ltd.</u> | <u>Maria Golias</u> | <u>Maria Golias</u>                        |
|                               |                     | <u>Secretary</u>                           |
|                               |                     |  |
|                               |                     |  |
| <u>The DNE Group, Inc.</u>    | <u>Maria Golias</u> | <u>Maria Golias</u>                        |
|                               |                     | <u>President</u>                           |
|                               |                     |  |
|                               |                     |  |
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|                               |                     |  |
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|                               |                     |  |

*(Attach additional sheet(s) if necessary)*

## **AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated as of \_\_\_\_\_, 1998

(the "Merger Agreement"), by and among The DNE Group, Inc., a Delaware corporation ("DNE"), Ilissa 2000 Inc., a Florida corporation ("Ilissa") and Sposabella Gowns, Ltd., a New York corporation ("Sposabella"), pursuant to Section 252 of the General Corporation Law of the State of Delaware ("DGCL"), Section 607.234 of the General Corporation Act of the State of Florida ("FGCA") and Section 907 of the Business Corporation Law of the State of New York ("NYBCL" and together, the "Law"). DNE, Ilissa and Sposabella are sometimes hereinafter referred to as the "Constituent Corporations."

WHEREAS, DNE, Ilissa and Sposabella each desire that Ilissa and Sposabella merge with and into DNE (the "Merger") upon the terms and conditions set forth herein; and

WHEREAS, the respective Boards of Directors and stockholders of the Constituent Corporations have duly approved the Merger.

NOW THEREFORE, in consideration of the premises and the mutual agreements herein contained and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Constituent Corporations, intending legally to be bound, do hereby agree as follows:

## **ARTICLE I**

### **MERGER**

1.1 Merger. Subject to the terms and conditions of this Merger Agreement and the provisions of each of the Law, as of the Effective Date (as defined in Section 1.2 below), Ilissa and Sposabella shall be merged with and into DNE in accordance with the Law, the separate existence of each of Ilissa and Sposabella shall cease, and DNE, as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Delaware.

1.2 Effective Date of the Merger. The Merger shall become effective on the date on which all of the certificates of merger, in such forms as are required by, and executed in accordance with, the relevant provisions of the Law, have been filed with each of the Secretary of State of the State of Delaware, the Secretary of State of the State of Florida and the Secretary of State of the State of New York (the "Proper Authorities"). The date such filings are made is herein sometimes referred to as the "Effective Date."

1.3 Effect of the Merger. The separate corporate existence of DNE, as the Surviving Corporation, with all its purposes, objects, rights, privileges, powers, certificates and franchises, shall continue unimpaired by the Merger. The Surviving Corporation shall succeed to all the properties and assets of each of Ilissa and Sposabella and to all debts, chooses in action and other interests due or belonging to each of Ilissa and Sposabella and shall be subject to, and responsible for, all the debts, liabilities, obligations and duties of



each of Ilissa and Sposabella with the effect set forth in Sections 259, 260 and 261 of the DGCL.

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of each of Ilissa and Sposabella, the proper officers and directors of the Constituent Corporations shall execute and make all proper assignments and assurances and do all things necessary to vest title in such property or rights in the Surviving Corporation.

## **ARTICLE II**

### **NAME, CERTIFICATE OF INCORPORATION, BY-LAWS, DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION**

2.1 Name of Surviving Corporation. On and after the Effective Date, the name of the Surviving Corporation shall be The DNE Group, Inc.

2.2 Certificate of Incorporation. The certificate of incorporation of DNE as heretofore amended and as in effect on the Effective Date shall be the certificate of incorporation of the Surviving Corporation. There is hereby reserved to the Surviving Corporation the right, from and after the Effective Date, to amend, alter or modify its certificate of incorporation and to add thereto or insert therein additional provisions authorized by such certificate of incorporation and the laws of the State of Delaware which at

that time shall be in force, in the manner now or hereafter prescribed or permitted by applicable law.

2.3 By-Laws. The by-laws of DNE in effect on the Effective Date shall be the by-laws of the Surviving Corporation after the Effective Date until amended or repealed as provided in the certificate of incorporation and by-laws of the Surviving Corporation and applicable law.

2.4 Directors and Officers. The directors and officers of DNE on the Effective Date shall continue to be the directors and officers, respectively, of the Surviving Corporation after the Effective Date until expiration of their current terms, or prior resignation, removal or death, subject to the certificate of incorporation and by-laws of the Surviving Corporation and applicable law.

2.5 Annual Meeting of Shareholders. The first annual meeting of the stockholders of the Surviving Corporation held after the Effective Date shall be the next annual meeting provided for by the by-laws of DNE.

2.6 Board of Directors Meeting. The first regular meeting of the board of directors of the Surviving Corporation shall be held after the Effective Date and may be called in the manner provided for in the by-laws of DNE for the calling of a meeting of the board of directors.

## **ARTICLE III**

### **AUTHORIZED AND OUTSTANDING STOCK; EFFECT OF MERGER ON STOCK**

3.1 Stock of Ilissa and Sposabella. Immediately prior to the Effective Date, there will be (i) 60 shares of common stock, no par value (the "Ilissa Common Stock") of Ilissa authorized, 60 shares of which Ilissa Common Stock shall have been issued, outstanding and entitled to one vote each on the Merger and (ii) 200 shares of common stock, no par value (the "Sposabella Common Stock", and together with one Ilissa Common Stock, the "Exchanged Stock") of Sposabella authorized, 200 shares of which Sposabella Common Stock shall have been issued, outstanding and entitled to one vote each on the Merger.

3.2 DNE Stock. Immediately prior to the Effective Date, there will be 5,000 shares of the common stock, par value \$.01 per share (the "DNE Common Stock"), of DNE authorized, of which DNE Common Stock 1,500 shares shall have been issued, outstanding and entitled to one vote each on the Merger.

3.3 Effect of Merger on Stock. Subject to the terms and conditions of this Merger Agreement, on the Effective Date, by virtue of the Merger and without any action on the part of either of the Constituent Corporations or the holder of any of the following securities:

(a) Each share of Exchanged Stock issued and outstanding immediately prior to the Effective Date shall automatically be converted into one share of common stock of the Surviving Corporation.

(b) Each share of DNE Common Stock, whether authorized or issued and outstanding, immediately prior to the Effective Date, shall continue unchanged as authorized and issued and outstanding shares of the common stock of the Surviving Corporation.

## **ARTICLE IV**

### **MISCELLANEOUS**

4.1 Expenses. The Surviving Corporation shall pay all expenses of effecting this Merger Agreement and of accomplishing the Merger.

4.2 Abandonment. Notwithstanding authorization by stockholders of each of the Constituent Corporations, at any time prior to the filing of a certificate of merger with the Proper Authorities, this Merger Agreement may be abandoned by consent of the Boards of Directors of each of the Constituent Corporations.

4.3 Entire Agreement. This Merger Agreement constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes all prior agreements and understandings between the parties relating thereto. This Merger Agreement

may not be modified, amended or terminated except by a written instrument signed by the parties hereto.

4.4 Headings. The section and paragraph headings contained herein are for the purposes of convenience only and are not intended to define or limit the contents of said Sections or paragraphs.

4.5 Counterparts. This Merger Agreement may be executed in counterparts, all of which taken together shall be deemed one original.

4.6 Governing Law. This Merger Agreement and all amendments thereof shall be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and to be performed entirely therein.

IN WITNESS WHEREOF, the parties to this Merger Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and stockholders and that fact having been certified on this Merger Agreement by the Secretary of each party hereto, have caused these presents to be executed by the President and attested by the Secretary of each party hereto as the respective act, deed and agreement of each of said corporations as of this 23<sup>rd</sup> day of October, 1998.

THE DNE GROUP, INC.

By: Maria Golias  
Name: Maria Golias  
Title: President

ATTEST:

By: Paul Golias  
Name: Paul Golias  
Title: Secretary

ILISSA 2000 INC.

By: Maria Golias  
Name: Maria Golias  
Title: President

ATTEST:

By: Maria Golias  
Name: Maria Golias  
Title: Secretary

SPOSABELLA GOWNS, LTD.

By: Demetrios James Elias  
Name: Demetrios James Elias  
Title: President


ATTEST:

By: Maria Golias  
Name: Maria Golias  
Title: Secretary

### Secretary's Certificate

I, Paul Golias, Secretary of THE DNE GROUP, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certify, as such Secretary, that the Merger Agreement to which this Certificate is attached, after having been first approved and adopted by the Board of Directors of the Corporation and duly signed on behalf of the Corporation, and after having been signed on behalf of each of Ilissa 2000 Inc., a corporation organized and existing under the laws of the State of Florida and Sposabella Gowns, Ltd., a corporation organized and existing under the laws of the State of New York, was duly adopted pursuant to Section 251 and Section 252 of the General Corporation Law of Delaware by the unanimous written consent of the stockholders holding all 1,500 shares of the issued and outstanding shares of common stock of the Corporation, the same being all of the shares of capital stock of the Corporation issued and outstanding having voting power, which Merger Agreement was thereby adopted as the act of the stockholders of the Corporation and the duly adopted agreement and act of the Corporation.

As of this 23 day of October, 1998.

  
Secretary



### Secretary's Certificate

I, Maria Golias, Secretary of ILISSA 2000 INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certify, as such Secretary, that the Merger Agreement to which this Certificate is attached, after having been first approved and adopted by the Board of Directors of the Corporation and duly signed on behalf of the Corporation, and after having been signed on behalf of each of The DNE Group, Inc., a corporation organized and existing under the laws of the State of Delaware, and Sposabella Gowns, Ltd., a corporation organized and existing under the laws of the State of New York, was duly adopted pursuant to Section 607.214 and Section 607.221 of the General Corporation Act of Florida by the written consent of the stockholders holding all 60 shares of the issued and outstanding common stock of the Corporation, the same being all of the shares of capital stock of the Corporation issued and outstanding having voting power, which Merger Agreement was thereby adopted as the act of the stockholders of the Corporation, and the duly adopted agreement and act of the Corporation.


As of this 23<sup>rd</sup> day of October, 1998.

  
Secretary

### Secretary's Certificate

I, Maria Golias, Secretary of Sposabella Gowns, Ltd., a corporation organized and existing under the laws of the State of New York (the "Corporation"), hereby certify, as such Secretary, that the Merger Agreement to which this Certificate is attached, after having been first approved and adopted by the Board of Directors of the Corporation and duly signed on behalf of the Corporation, and after having been signed on behalf of each of The DNE Group, Inc., a corporation organized and existing under the laws of the State of Delaware and Ilissa 2000 Inc., a corporation organized and existing under the laws of the State of Florida, was duly adopted pursuant to Section 708 and Section 903 of the Business Corporation Law of New York by the written consent of the stockholders holding all 200 shares of the issued and outstanding common stock of the Corporation, the same being all of the shares of capital stock of the Corporation issued and outstanding having voting power, which Merger Agreement was thereby adopted as the act of the stockholders of the Corporation, and the duly adopted agreement and act of the Corporation.

As of this 23<sup>rd</sup> day of October, 1998.

  
Secretary