

# H21056

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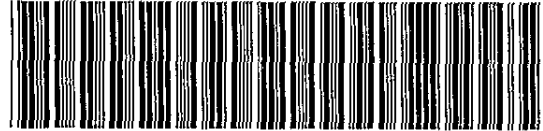
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04/23/04--01029--003 \*\*113.75

RECEIVED  
04 APR 23 AM 10:59  
DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
04 APR 23 PM 2:46  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*DR*  
*4/23/04*

|  |  |
|--|--|
| Holland & Knight LLP<br>Requester's Name |  |
| 315 So. Calhoun Street<br>Address        |  |
| 425-5675<br>City/State/Zip Phone #       |  |

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Ram Venture Holdings Corp.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- |                                    |   |   |
|------------------------------------|---|---|
| <input type="checkbox"/> Walk in   | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy <u>2</u>        |
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| <input type="checkbox"/> Photocopy |   |   |

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF MERGER OF  
AMERICAN APPAREL and ACCESSORIES, INC.,  
an Arkansas Corporation  
WITH AND INTO  
RAM VENTURE HOLDINGS CORP.,  
a Florida Corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, American Apparel and Accessories, Inc., an Arkansas corporation, and RAM Venture Holdings Corp., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "Merger") are:

(a) American Apparel and Accessories, Inc., an Arkansas corporation (A3),  
and

(b) RAM Venture Holdings Corp., a Florida corporation ("RAM").

2. A3 is hereby merged with and into RAM and the separate existence of A3 shall cease. RAM is the surviving entity in the Merger (the "Surviving Entity"). Following the Effective Time, the surviving entity shall hereafter be known as RAM Venture Holdings Corp., a Florida corporation. A copy of the Agreement and Plan of Merger dated as of March 31, 2004 (the "Merger Agreement") is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

3. The Merger Agreement was adopted by the Board of Directors of A3 at a special meeting held on March 27, 2004, in accordance with applicable Arkansas law. The Merger Agreement was adopted by the shareholders of A3 at a special meeting held on April 2, 2004, in accordance with applicable Arkansas law.

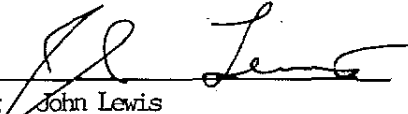
4. The Merger Agreement was adopted by the Board of Directors of RAM at a special meeting held on March 11, 2004, in accordance with applicable Florida law. The Merger Agreement was adopted by the shareholders of RAM at a special meeting held on March 29, 2004, in accordance with applicable Florida law.

5. The Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State (the "Effective Time").

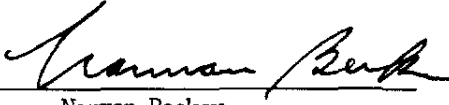
6. As provided in the Merger Agreement, the Articles of Incorporation of RAM as in effect at the Effective Time shall be the Articles of Incorporation of the Surviving Entity.

The parties have caused these Articles of Merger to be executed on April 21, 2004.

**AMERICAN APPAREL AND ACCESSORIES, INC.**

By:   
Name: John Lewis  
Title: CEO

**RAM VENTURE HOLDINGS CORP.**

By:   
Name: Norman Becker  
Title: President

**EXHIBIT "A"**

## **EXHIBIT A**

### **Agreement and Plan of Merger**

**This Agreement and Plan of Merger** ("Plan" or "Plan of Merger") dated March 31, 2004 (the "Closing Date") by and between American Apparel and Accessories Inc., an Arkansas corporation ("A3"), and RAM Venture Holdings Corp., a Florida corporation ("RAM" or "Surviving Corp.").

**1. Articles of Incorporation.** The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law.

**2. Distribution and Payment to A3 Shareholders.** Upon the Effective Date, each share of the A3 voting common stock issued and outstanding at that time shall, without more, be converted into and exchanged for one (1) share of voting common stock of the Surviving Corp. Similarly, each unexercised A3 common stock purchase option outstanding shall be, without more, converted into and exchanged for one (1) RAM common stock purchase option with terms and conditions otherwise identical to the converted A3 option exchanged.

**3. Filing with the Florida Secretary of State and Effective Date.** Upon the Closing, as provided herein, A3 and the Surviving Corp. shall immediately cause their respective President (or Vice President) to execute Articles of Merger and upon such execution, the Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corp. to the Florida Secretary of State. The Articles of Merger shall specify the "Effective Date," which shall be the date of filing with the Florida Secretary of State.

**4. Assignment.** If at any time A3 shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in the Surviving Corp. the title to any property or rights of A3, or to otherwise carry out the provisions of this Agreement, the proper officers and directors of A3 as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in the Surviving Corp.

**5. Satisfaction of Rights of A3 Shareholders.** All shares of Surviving Corp.'s common stock into which shares of A3's common stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

**6. No Fractional Shares.** Fractional shares of Surviving Corp.'s stock will not be issued.

**7. Effect of Merger.** On the Effective Date, the separate existence of A3 shall cease, and Surviving Corp. shall be fully vested in A3 rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.

**8. Supplemental Action.** If at any time after the Effective Date the Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or A3, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

**9. Filing with the Arkansas Secretary of State and Effective Date.** Upon the Closing, as provided herein, A3 and Surviving Corp. shall immediately cause their respective President, Vice President, or other duly authorized officer to execute Articles of Merger and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, Surviving Corp. shall deliver such Articles of Merger for filing to the Arkansas Secretary of State. The Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

**10. Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by any one of the constituent corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the constituent corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with applicable law.

**11. Termination.** At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the constituent corporations, notwithstanding favorable action by the shareholders of the respective constituent corporations.