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J39909

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October 4, 2001

Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-10/08/01-01008-007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Attention: Amendments

Re: Lee's of St. Armands, Inc. - #P95000072297  
Stix & Stonz, Inc. - J39909

Ladies/Gentlemen:

Enclosed please find an original plus one duplicate copy of the Articles of Merger for the above two corporations along with our check #6906 in the amount of \$78.75, constituting the filing fee for each of the named corporations and \$8.75 for a certified copy.

I am also enclosing copies of the Minutes of Special Meeting for each of the above corporations.

Should you have any questions or need anything further, please do not hesitate to contact me.

Very truly yours,

DAVID D. BONE

Merger  
10-11-01  
HJS

DDB:gjs  
Enclosures

corp-firm\lettcor.amd

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 OCT -5 AM 10:42

FILED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LEE'S OF ST. ARMANDS, INC., a Florida corporation, P95000072297

INTO

**STIX & STONZ, INC.**, a Florida entity, J39909

File date: October 5, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

FILED  
01 OCT -5 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Merger entered into this 31st day of August, 2001, by and between Lee's of St. Armands, Inc., a Florida corporation, (hereinafter called Lee's), and Stix & Stonz, Inc., a Florida corporation, (hereinafter called Stix).

W I T N E S S E T H:

WHEREAS, Lee's has an authorized capital stock consisting of 500 shares of Common Stock, par value \$1.00 per share, of which 300 shares have been duly issued and are now outstanding; and

WHEREAS, Stix has an authorized capital stock consisting of 500 shares of Common Stock, par value \$1.00 per share, of which 500 shares were duly issued and outstanding and have amended their Articles to increase the stock to 800 shares; and

WHEREAS, the Boards of Directors of Lee's and Stix, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that Lee's merge with Stix under and pursuant to the provisions of Florida Business Corporation Act; and

WHEREAS, the respective shareholders of Lee's and Stix have approved the terms and conditions of the merger.

NOW, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Approval. On August 31, 2001, the directors of Lee's and the directors of Stix unanimously adopted and approved these Articles of merger by Written Consents to Action, each dated August 31, 2001. These Articles of Merger were unanimously approved in their entirety by the shareholders of both Lee's and Stix.

2. Merger. Lee's shall be and hereby is merged into Stix.

3. Effective Date. These Articles of Merger shall become effective immediately upon compliance with the laws of the State of Florida, the time of such effectiveness being hereinafter called the Effective Date.

4. Surviving Corporation. Stix shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of Lee's shall cease forthwith upon the Effective Date.

5. Authorized Capital. The authorized capital stock of the Florida Company following the Effective Date shall be 800 shares of common Stock, par value \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

6. Articles of Incorporation. The Articles of Incorporation of Stix following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any shareholder or director or officer of Stix or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of Stix as the surviving corporation. Such Articles of Incorporation shall constitute the Articles of Incorporation of Stix separate and apart from these Articles of Merger and may be separately certified as Stix Articles of Incorporation.

7. Bylaws. The Bylaws of Stix shall be the Bylaws of Stix as the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

8. Retirement of Organization Stock. Forthwith upon the Effective Date, each of the shares of the Common Stock of Lee's presently issued and outstanding shall be retired, and no shares of Common Stock or other securities of Lee's shall be issued in respect thereof.

9. Conversion of Outstanding Stock. Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of Lee's and all rights in respect thereof shall be converted into one full paid and nonassessable share of Common Stock of Stix, and each certificate nominally representing shares of Common Stock of Lee's shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of Stix. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of Stix as certificates nominally representing shares of Common Stock of Lee's, Stix will cause to be issued therefor certificates for a like number of shares of Common Stock of Stix.

10. Book Entries. The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of Stix in accordance with the Following:

(a) The assets and liability of Lee's shall be recorded at the amounts at which they are carried on the books of Lee's immediately prior to the Effective Date with appropriate adjustment to reflect the retirement of the 300 shares of Common Stock of Lee's presently issued and outstanding.

(b) There shall be credited to Capital Account the aggregate amount of the par value per share of all of the Common Stock of Stix resulting from the conversion of the outstanding Common Shares of Lee's.

(c) There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of Lee's immediately prior to the Effective Date.

11. Directors. The names of the first directors of Stix following the Effective Date, who shall be two (2) in number and who shall hold office from the Effective Date until their successors shall be elected and shall qualify, are as follows:

William S. Krafchik  
Carmelene A. Giuliano

12. Officers. The names of the first officers of Stix following the Effective Date, who shall be four (4) in number and who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

<u>Name</u>	<u>Offices</u>
William S. Krafchik	President
Carmelene A. Giuliano	Vice President
Carmelene A. Giuliano	Secretary
William S. Krafchik	Treasurer

13. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of Stix as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the By-laws of Stix.

14. Amendment. These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

Lee's of St. Armands, Inc.

Approved by the Board of Directors and sole Stockholder at a meeting duly held on August 31, 2001.

BY: William S. Krafchik  
President

Attest:

Carmelene A. Giuliano  
Carmelene A. Giuliano  
Secretary

Margherita G. Wichowski  
Margherita G. Wichowski  
Shareholder

Charles P. Varca, Jr.  
Charles P. Varca, Jr.  
Shareholder

William S. Krafchik  
William S. Krafchik, Trustee  
Shareholder

Carmelene A. Giuliano  
Carmelene A. Giuliano, Trustee  
Shareholder

Stix & Stonz, Inc.

Approved by the Board of Directors and all of its Stockholders by written consent on AUGUST 31, 2001

BY: William S. Krafchik  
President

Attest:

Carmelene A. Giuliano  
Carmelene A. Giuliano  
Secretary

William S. Krafchik  
William S. Krafchik, Trustee  
Shareholder

Carmelene A. Giuliano  
Carmelene A. Giuliano, Trustee  
Shareholder

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared William S. Krafchik and Carmelene A. Giuliano, known to me to be the President and Secretary, respectively, of Lee's of St. Armands, Inc., a Florida corporation, who is personally known to me or who have produced known to me as identification, and who executed the foregoing for the purposes expressed therein on behalf of said corporation.

WITNESS my hand and official seal in the county and state last aforesaid this 3rd day of October, 2001.

Kathleen D. Morse  
NOTARY PUBLIC

