

Document Number Only

K53048

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

100002336181--8
-11/03/97--01071--020
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 4:00

Zig Zag Imports, Inc. merging into:
Genesis Directs Sub Three, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
DIVISION OF CORPORATIONS
97 NOV -3 PM 1:15

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

11/3

merger
sf

30
11/4/97

ARTICLES OF MERGER
Merger Sheet

MERGING:

ZIG-ZAG IMPORTS, INC., #K53048, a FL Corp.

,

INTO

GENESIS DIRECT SUB THREE, INC., a Delaware corporation not qualified in
Florida.

File date: November 4, 1997

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1997

CT Corporation System

Tallahassee, FL

SUBJECT: ZIG-ZAG IMPORTS, INC.
Ref. Number: K53048

We have received your document for ZIG-ZAG IMPORTS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 397A00053244

*Susan,
As you requested, the name has been
fixed and the capacity & name of the
signing parties are now listed.
Type-CT*

RECEIVED
97 NOV -4 PM 2:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

OCT. 29. 1997 2:45PM

FRIEDMAN SIEGELBAUM

NO. 4757 P. 31/40

ARTICLES OF MERGER

of

ZIG-ZAG IMPORTS, INC.

into

GENESIS DIRECT SUB THREE, INC.

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST Genesis Direct Sub Three, Inc. is a corporation organized under the laws of the State of Delaware owning all of the shares of Zig-Zag Imports, Inc., a corporation organized under the laws of the State of Florida.

SECOND: The plan of merger attached as Exhibit A hereto was adopted by the board of directors of Genesis Direct Sub Three, Inc.

THIRD: Upon the effective date of the merger, all of the outstanding shares of the subsidiary shall be surrendered and canceled.

FOURTH: The effective date of the merger is the date of filing the Articles of Merger with the Secretary of State of Florida.

Signed this 29 day of October, 1997.

Genesis Direct Sub Three, Inc.
(Surviving Corporation)

By

Name: Warren Struhl

Title: CEO

Zig-Zag Imports, Inc.
(Merged Corporation)

By

Name: Sam Siegelbaum

Title: President

PLAN OF MERGER

FIRST: Zig-Zag Imports, Inc., a corporation organized under the laws of Florida, shall merge with and into Genesis Direct Sub Three, Inc., a corporation organized under the laws of Delaware, with Genesis Direct Sub Three, Inc. as the surviving corporation. The name of the surviving corporation is Genesis Direct Sub Three, Inc.

SECOND: The presently issued and outstanding shares of stock of Zig-Zag Imports, Inc., the merging corporation, all of which are owned by Genesis Direct Sub Three, Inc., the surviving corporation, shall be surrendered and canceled. No shares of stock of the surviving corporation shall be issued in exchange therefor.

THIRD: The certificate of incorporation of Genesis Direct Sub Three, Inc. shall be the certificate of incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

FOURTH: The by-laws of Genesis Direct Sub Three, Inc. shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of Genesis Direct Sub Three, Inc. shall be the directors and officers of the corporation surviving the merger.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on the date and at the time of which a certificate of merger is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Plan of Merger has been executed as of
this 29 day of October, 1997.

GENESIS DIRECT SUB THREE, INC.

By: 

Name: Warren Struhl
Title: CEO

ZIG-ZAG IMPORTS, INC.

By: 

Name: Sam Zigelboim
Title: President