

K 82653

FILED

99 NOV 12 PM 2:33



ACCOUNT NO. : 072100000032

REFERENCE : 479113 4326591

AUTHORIZATION :

COST LIMIT : \$ 78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia Pigg

ORDER DATE : November 11, 1999

ORDER TIME : 4:18 PM

ORDER NO. : 479113-020

CUSTOMER NO: 4326591

CUSTOMER: Sandy Bordwell, Legal Asst
Fowler White Gillen Boggs
Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

ARTICLES OF MERGER

200003042062--2

CASUAL LIVING U.S.A., INC.

INTO

CASUAL LIVING U.S.A. HOLDING,
INC.

*****FILE FIRST*****

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

*Merger
11-12-99
PHC*

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: _____

RECEIVED
99 NOV 12 AM 9:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

CASUAL LIVING U.S.A., INC., a Florida corporation, P98000001200

INTO

CASUAL LIVING U.S.A. HOLDING, INC., a Florida entity, K82653

File date: November 12, 1999

Corporate Specialist: Doug Spitler

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER

OF

CASUAL LIVING U.S.A. HOLDING, INC.

AND

CASUAL LIVING U.S.A., INC.

FILED

99 NOV 12 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
of the State of Florida

The following Articles of Merger are executed for the purpose of merging CASUAL LIVING U.S.A., INC., a Florida corporation (the "Merged Corporation"), into CASUAL LIVING U.S.A. HOLDING, INC., a Florida corporation (the "Surviving Corporation"):

1. The Plan of Merger for merging the Merged Corporation into the Surviving Corporation was approved by Action By Written Consent of the Board of Directors of the Surviving Corporation on NOVEMBER 1, 1999.

2. Shareholder approval was not required to approve the merger.

3. The Plan of Merger is attached hereto as *Exhibit A*.

4. The merger shall be effective upon the filing of these Articles with the Secretary of State of Florida.

Executed on NOVEMBER 1, 1999.

CASUAL LIVING U.S.A. HOLDING, INC.

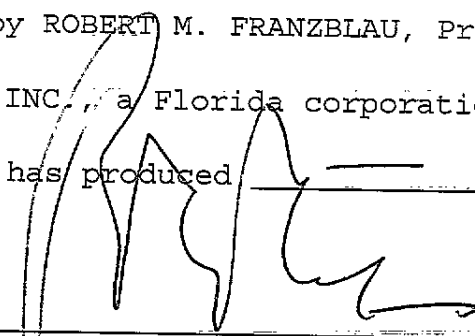
By: 

Robert M. Franzblau, President

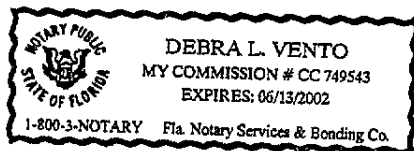
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1
day of November, 1999, by ROBERT M. FRANZBLAU, President of
CASUAL LIVING U.S.A. HOLDING, INC., a Florida corporation, who is
personally known to me or who has produced
as identification.


ROBERT M. FRANZBLAU

Print Name



Notary Public

Debra L. Vento - Debra L. Vento
My Commission Expires:

6/13/2002

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is adopted this 1 day of NOVEMBER, 1999, for the purpose of merging CASUAL LIVING U.S.A., INC., a Florida corporation ("Merged Corporation") with and into CASUAL LIVING U.S.A. HOLDING, INC., a Florida corporation ("Surviving Corporation") (collectively called the "Merging Corporations").

W I T N E S S E T H:

WHEREAS, Surviving Corporation, by its Certificate of Incorporation filed in the office of the Secretary of State of Florida on April 24, 1989, as amended on August 31, 1992 and December 26, 1997, has authorized 100,000 shares of \$1.00 par value common capital stock, of which 99,000 shares are designated as nonvoting shares; and 1,000 shares are designated as voting shares of which 100 voting shares and 9,900 nonvoting shares are issued and outstanding on the date hereof;

WHEREAS, Merged Corporation, by its Certificate of Incorporation filed in the office of the Secretary of State of Florida on December 26, 1997, and effective on January 1, 1998, has authorized 100,000 shares of \$1.00 par value common capital stock, of which 99,000 shares are designated as nonvoting shares; and 1,000 shares are designated as voting shares of which 100 voting and 9,900 nonvoting shares are issued and outstanding on the date hereof;

WHEREAS, the Board of Directors of the Surviving Corporation has authorized the merger of Merged Corporation a wholly owned subsidiary of the Surviving Corporation into Surviving Corporation pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law; and

WHEREAS, this Plan does not require the vote of the shareholders of the Surviving Corporation or the shareholders or the Board of Directors of the Merged Corporation pursuant to Section 607.1104 F.S.;

WHEREAS, the ownership of the outstanding capital stock of the Surviving Corporation shall not be affected by this merger and;

WHEREAS, the shares of stock of the Merged Corporation that are issued and outstanding as of the Effective Date shall not be converted in any manner, but shall instead be surrendered and canceled as of the Effective Date.

NOW, THEREFORE, the merger of Merged Corporation into Surviving Corporation shall be accomplished as follows:

ARTICLE I

Merger

The officers of the Surviving Corporation shall cause the filing of Articles of Merger with the Secretary of the State of Florida, with the merger becoming effective on said filing. Upon the filing of the Articles of Merger with the Secretary of State, Merged Corporation shall be merged into Surviving Corporation and Surviving Corporation shall merge Merged Corporation into itself.

ARTICLE II

Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation shall remain in effect and unchanged as a result of this merger.

ARTICLE III

Conversion of Shares

The outstanding capital stock of the Surviving Corporation shall not be affected by the merger and the outstanding capital stock of the Merged Corporation shall be canceled as a result of the merger.

ARTICLE IV

Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing bylaws of Surviving Corporation shall remain in effect and unchanged as a result of this merger.

(b) The first annual meeting of the stockholders of Surviving Corporation to be held after the Effective Date shall be the annual meeting provided by the bylaws of Surviving Corporation.

(c) The first regular or annual meeting of the Board of Directors of Surviving Corporation to be held after the Effective Date shall be as provided in the bylaws of Surviving Corporation.

(d) The officers and directors of Surviving Corporation on the Effective Date shall remain as the officers and directors of Surviving Corporation.

(e) Surviving Corporation shall pay all expenses incident to this merger.

(f) Prior to the filing of the Articles of Merger with the Secretary of State, neither Merging Corporation shall issue, sell or issue rights to subscribe to any shares of stock, nor shall they declare any dividends.

(g) Prior to the filing of the Articles of Merger with the Secretary of State, neither Merging Corporation shall incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(h) Upon the filing of the Articles of Merger with the Secretary of State, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporation. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged

Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Corporation.

(i) Following the merger, Surviving Corporation shall cause a copy of this Plan, the certificate of merger, or such other documents as the officers of Surviving Corporation shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(j) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan.

(k) It is agreed that, upon and after the issuance of certificates of merger by the Secretary of State of the State of Florida the Surviving Corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the Merged Corporation.