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MERGER OR SHARE EXCHANGE**WOD MANAGEMENT COMPANY, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



December 29, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

WOD MANAGEMENT COMPANY, LLC
7509 EXCHANGE DRIVE
ORLANDO, FL 32809

SUBJECT: WOD MANAGEMENT COMPANY, LLC
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ARTICLES OF MERGER

The undersigned being the officers, directors, and/or members of WOD MANAGEMENT COMPANY, LLC, a Florida Limited Liability Company ("WOD MANAGEMENT"), DENIM OUTLET, LLC, a Florida Limited Liability Company ("OUTLET"), and WORLD OF DENIM, INC., a Florida corporation ("WORLD"), authorized and required by Florida Statutes Section 607.1105 and Section 608.4381 to execute these Articles of Merger, do hereby execute this document intending to comply with the requirements of Florida Statutes. It is therefore stated:

1. WOD MANAGEMENT, OUTLET, and WORLD, through their respective directors, shareholders, and members, have taken the necessary steps to merge OUTLET and WORLD with and into WOD MANAGEMENT. The surviving business entity shall be WOD MANAGEMENT. The Effective Date of the merger shall be December 31, 2005.

2. A copy of the Plan of Merger between the business entities is attached to these Articles of Merger and incorporated herein by reference, each business entity having adopted the same at a meeting held for that purpose on December 28, 2005.

3. WOD MANAGEMENT is managed by its members and the sole member consented to and authorized the Plan of Merger in accordance with Section 608.4381, Florida Statutes.

4. OUTLET is managed by its members and the sole member consented to and authorized the Plan of Merger in accordance with Section 608.4381, Florida Statutes.

5. Of the 1,000 outstanding share of the common stock, \$1.00 par value, of WORLD entitled to vote upon the Plan of Merger, the holders of 1,000 of those shares unanimously consented to and authorized the Plan of Merger in accordance with Section 607.1105, Florida Statutes. The Plan of Merger was earlier approved by its Board of Directors.

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

IN WITNESS WHEREOF, WOD MANAGEMENT, OUTLET, AND WORLD have caused this Plan of Merger to be signed in their respective names by their respective presidents, directors, shareholders, and members, with the seals of the business entities affixed, this 28th day of December, 2005.

WORLD OF DENIM, INC., a Florida corporation

By: Vera J. Steinfeld
Vera J. Steinfeld, President and Sole Director

DENIM OUTLET, a Florida limited liability company

By: Vera J. Steinfeld
Vera J. Steinfeld, Trustee for the Vera J. Steinfeld Revocable Trust Dated March 10, 1992, sole Member

By: Vera J. Steinfeld
Vera J. Steinfeld, Trustee for the Vera J. Steinfeld Revocable Trust Dated March 10, 1992, sole Shareholder

WOD MANAGEMENT, a Florida limited liability company

Vera J. Steinfeld
Vera J. Steinfeld, Trustee for the Vera J. Steinfeld Revocable Trust Dated March 10, 1992, sole Member

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**PLAN AND AGREEMENT OF MERGER OF
WOD MANAGEMENT COMPANY, a Florida Limited Liability Company**

and

DENIM OUTLET, a Florida Limited Liability Company

and

WORLD OF DENIM, INC., a Florida corporation

This is a Plan and Agreement of Merger between WOD MANAGEMENT COMPANY, a Florida Limited Liability Company, DENIM OUTLET, a Florida Limited Liability Company, and WORLD OF DENIM, INC., a Florida corporation.

WHEREAS, the Boards of Directors, the Shareholders, and the Members of the foregoing business entities have determined that it is advisable and in the best interests of such business entities and their respective shareholders and members that the acts contemplated by this Plan and Merger (the "Plan") shall occur.

NOW THEREFORE, in consideration of the provisions of this Plan and the benefits to the shareholders and members of the respective business entities, it is agreed as follows:

ARTICLE I

Constituent Business Entities

The names of the constituent business entities are: WOD MANAGEMENT COMPANY, a Florida Limited Liability Company ("WOD MANAGEMENT"), DENIM OUTLET, a Florida Limited Liability Company ("OUTLET"), and WORLD OF DENIM, INC., a Florida corporation ("WORLD").

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SECTION 1 OF STATE
OUTLET AND FLORIDA

ARTICLE II

Merger

Pursuant to Chapter 607.1101 and Chapter 608.438, Florida Statutes, WORLD shall be merged into WOD MANAGEMENT (the "Merger").

ARTICLE III

Surviving Business Entity

WOD MANAGEMENT shall be the surviving entity of the Merger.

ARTICLE IV

Effective Date

The Merger shall be effective on December 31, 2005 (the "Effective Date").

ARTICLE V

Operating Agreement

The Operating Agreement of WOD MANAGEMENT, as in effect immediately prior to the Merger, shall not be changed by the Merger and shall continue to be its Operating Agreement subsequent to the Merger.

ARTICLE VI

Members

The Member(s) of WOD MANAGEMENT immediately following the Merger shall be as follows:

Vera J. Steinfeld, as Trustee of the
Vera J. Steinfeld Revocable Trust
Dated March 10, 1992 (hereinafter the
"Steinfeld Trust") - sole Member

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OwnershipSECRETARY OF STATE
TALLAHASSEE, FLORIDA

Currently, the Steinfeld Trust is the sole member of WOD MANAGEMENT and of OUTLET. The Steinfeld Trust owns, one hundred percent (100%) of the outstanding stock in WORLD and there are no outstanding right to shares of stock in that corporation. Following the Merger, the Steinfeld Trust will be the sole member of WOD MANAGEMENT.

ARTICLE VIII**Assets and Liabilities**

On the Effective Date of the Merger, the separate existences of OUTLET and WORLD shall cease and WOD MANAGEMENT shall, without further action, possess all of its rights and privileges immediately preceding the Merger. Title to all assets of any nature including real property of OUTLET and WORLD shall, without further action, be vested in WOD MANAGEMENT immediately following the Merger without reversion or impairment. Following the Merger, WOD MANAGEMENT shall be responsible for all liabilities and obligations of OUTLET and WORLD. Any claim existing or action or proceeding pending against OUTLET and/or WORLD may be continued as if the Merger did not occur or WOD MANAGEMENT may be substituted for OUTLET and/or WORLD in any such proceeding. Neither the rights of creditors nor any liens upon the property of OUTLET and/or WORLD shall be impaired by the Merger.

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ARTICLE IX

Abandonment

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SECTION 11, OF STATE
TALANTA COUNTY, FLORIDA

Notwithstanding anything to the contrary herein contained, this Plan may be terminated and abandoned by the Board of Directors or the Members of any of the business entities which are a party hereto at any time prior to the filing of the Articles of Merger.

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been executed by the undersigned on the 28th day of December, 2005.

WORLD OF DENIM, INC., a Florida corporation

DENIM OUTLET, a Florida limited liability company

By: Vera J. Steinfeld
Vera J. Steinfeld, President and Sole Director

By: Vera J. Steinfeld
Vera J. Steinfeld, Trustee for the Vera J. Steinfeld Revocable Trust Dated March 10, 1992, sole Member

By: Vera J. Steinfeld
Vera J. Steinfeld, Trustee for the Vera J. Steinfeld Revocable Trust Dated March 10, 1992, sole Shareholder

WOD MANAGEMENT, a Florida limited liability company

Vera J. Steinfeld
Vera J. Steinfeld, Trustee for the Vera J. Steinfeld Revocable Trust Dated March 10, 1992, sole Member

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