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**LO1000019420**

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**MERGER OR SHARE EXCHANGE**

**FURLA SOUTH RETAIL, LLC**

Certificate of Status	0
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**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street AddressJurisdictionEntity Type1. FURLA ORLANDO RETAIL LLCFLORIDALLCMALL AT MILENNIA, 4200 CONROY RD.ORLANDO, FL 32839Florida Document/Registration Number: L02000008202FEI Number: 5420722682. FURLA SOUTH RETAIL, LLCFLORIDALLC2223 N. WESTSHORE BLVD., STE. 240TAMPA, FL 33607Florida Document/Registration Number: L01000019420FEI Number: 5937574503.

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

4.

Florida Document/Registration Number: \_\_\_\_\_

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*(Attach additional sheet(s) if necessary)*

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street AddressFURLA SOUTH RETAIL, LLCJurisdictionFLORIDAEntity TypeLLC2223 N. WESTSHORE BLVD., STE. 240TAMPA, FL 33607FILED  
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**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:***(Note: Please see instructions for required signatures.)*

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>FURLA SOUTH RETAIL, LLC</u>	<u>Nanda Kalipershad</u>	<u>Nanda Kalipershad</u>

<u>FURLA ORLANDO RETAIL LLC</u>	<u>Nanda Kalipershad</u>	<u>Nanda Kalipershad</u>
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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
FURLA ORLANDO RETAIL LLC	FLORIDA

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
FURLA SOUTH RETAIL, LLC	FLORIDA

**THIRD:** The terms and conditions of the merger are as follows:

Transfer of all assets and liabilities and all rights and interests of any nature whatsoever in Furla Orlando Retail LLC to Furla South Retail, LLC both being subsidiaries of a common parent, Furla (USA) Inc.

*(Attach additional sheet(s) if necessary)*

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**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The merged LLC is liquidated, its assets distributed to its member and the member then immediately contributes the liquidated proceeds to the surviving LLC. The member currently owns 100% of both the LLC which will be liquidated and the surviving LLC.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are currently no rights to acquire interests or shares, obligations or other securities in the merged entity that must be converted into cash or other property. The ability to grant such rights by the merged entity shall cease upon acceptance of merger by the Secretary of State.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

FURLA (USA) INC.  
389 Fifth Avenue  
New York, NY 10016

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**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

NONE

**EIGHTH:** Other provisions, if any, relating to the merger:

NONE

*(Attach additional sheet(s) if necessary)*

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