

DEC. 6. 2001 1:00PM BROAD. CASSEL

NO. 2167 P.P. 1 of 2

L01000020768

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

BBI RETAIL, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	067
Estimated Charge	\$105.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

BBI RETAIL CORP. A FLORIDA ENTITY

INTO

BBI RETAIL, L.L.C., a Florida entity, L01000020768

File date: December 6, 2001

Corporate Specialist: Agnes Lunt

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 6, 2001

BBI RETAIL, L.L.C.
3000 N.W. 10TH AVE.
MIAMI, FL 33172

SUBJECT: BBI RETAIL, L.L.C.
REF: L01000020768

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ARTICLES OF MERGER

of

BBI RETAIL, L.L.C.

(a Florida limited liability company)

and

BBI RETAIL CORP. 901-27678

(a Florida corporation)

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporations Act (the "Act"), and the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "LLC Act"), **BBI RETAIL L.L.C.**, a Florida limited liability company (the "Surviving Entity") and **BBI RETAIL CORP.**, a Florida corporation (the "Disappearing Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the Plan of Merger dated as of October 25, 2001 describing the merger between the Disappearing Corporation and the Surviving Entity.

2. **Effective Time.** The merger of the Disappearing Corporation with and into the Surviving Entity in accordance with the Plan of Merger is to become effective on the date of the filing of these Articles of Merger with the Florida Department of State.

3. **Adoption of Plan of Merger.** The Plan of Merger was adopted and approved in accordance with the provisions of the LLC Act by the unanimous written consent of the sole member of the Surviving Entity, dated October 25, 2001, and was adopted and approved in accordance with the provisions of the Act by the unanimous written consent of the board of directors and sole shareholder of the Disappearing Corporation, dated October 25, 2001.

IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of the Surviving Entity and the Disappearing Corporation, as of October 25, 2001.

[SIGNATURES ON THE FOLLOWING PAGE]

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BBI RETAIL, L.L.C., a Florida limited liability
company

By: Rosemary B. Trueman
Name: Rosemary B. Trueman
Title: Vice President

BBI RETAIL CORP.
a Florida corporation

By: Scott Saunders
Name: Scott Saunders
Title: Vice President

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EXHIBIT A
PLAN OF MERGER

OF
BBI RETAIL CORP.
AND
BBI RETAIL, L.L.C.

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THIS PLAN OF MERGER (the "Plan of Merger") is entered into this 25th day of October, 2001, by and between **BBI RETAIL CORP.**, a Florida corporation (the "Disappearing Corporation") and **BBI RETAIL, L.L.C.**, a Florida limited liability company (the "Surviving Limited Liability Company").

RECITALS:

A. The Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida. The Surviving Limited Liability Company is a limited liability company duly organized and existing under the laws of the State of Florida.

B. The sole stockholder (the "Stockholder") and the Board of Directors (the "Board") of the Disappearing Corporation and the sole member of the Surviving Limited Liability Company (the "Member") believe that the merger of the Disappearing Corporation into the Surviving Limited Liability Company would be advantageous and beneficial to the respective Stockholder and Member.

C. Each of the Disappearing Corporation and the Surviving Limited Liability Company have agreed that the Disappearing Corporation shall merge into the Surviving Limited Liability Company upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan of Merger and in order to consummate the transactions described above, the Disappearing Corporation and the Surviving Limited Liability Company, the constituent entities to this Plan of Merger, agree as follows:

1. **Merger.** The Disappearing Corporation shall be merged with and into the Surviving Limited Liability Company.

2. **Filing and Effective Time.** The Surviving Limited Liability Company shall file Articles of Merger with the Florida Department of State pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Act"). The effective date of the merger (the "Effective Date") shall be the date of filing of the Articles of Merger with the Department of State of Florida.

3. **Surviving Limited Liability Company.** The Surviving Limited Liability Company shall continue its existence under its current name pursuant to the provisions of the Act, and all of the property, rights, privileges, powers and franchises of each of the Surviving

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Limited Liability Company and the Disappearing Corporation shall vest in the Surviving Limited Liability Company, and all debts, liabilities and duties of each of the Surviving Limited Liability Company and the Disappearing Corporation shall become the debts, liabilities and duties of the Surviving Limited Liability Company.

4. **Disappearing Corporation.** The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. **Terms of the Merger.** Each share of common stock of the Disappearing Corporation (the "Shares") shall be converted into and exchanged for all of the membership interests of the Surviving Limited Liability Company. On the Effective Date, all Shares outstanding immediately prior to the Merger, and all rights in respect thereof, shall cease to exist and be cancelled.

6. **Articles of Organization.** The Articles of Organization of the Surviving Limited Liability Company, as now in force and effect, shall remain in force and effect after the Effective Date until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Act.

7. **Operating Agreement.** The Surviving Limited Liability Company does not have an Operating Agreement and shall not have such an agreement after the Effective Date unless and until it so adopts one in the manner prescribed by the provisions of the Act.

8. **Manager and Officers.** The manager and officers of the Surviving Limited Liability Company on the Effective Date shall continue to be the manager and the officers of the Surviving Limited Liability Company after the Effective Date, all of whom shall hold their respective offices until the election or appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Act.

9. **Approval.** The transactions contemplated by this Plan of Merger have previously been submitted to and approved by the Stockholder and the Board of the Disappearing Corporation and the Member of the Surviving Limited Liability Company. Subsequent to the execution of this Plan of Merger by the appropriate officers of the Disappearing Corporation and the Surviving Limited Liability Company, the proper officers of each entity, including the Member of the Surviving Entity, shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the Merger contemplated by this Plan of Merger.

10. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the Merger.

11. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

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12. Managers. The Surviving Entity is managed by the members and the name and address of the initial managing member is:

Perry Ellis International, Inc.
3000 N.W. 107th Avenue
Miami, Florida 33172

IN WITNESS WHEREOF, the duly authorized officers of the constituent entities have executed this Plan of Merger as of the date first above written.

"DISAPPEARING CORPORATION"

BBI RETAIL CORP.

Florida corporation

By:

Mark T. Grunich
Vice President

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"SURVIVING LIMITED LIABILITY
COMPANY"

BBI RETAIL, L.L.C., a Florida limited
liability company

By:

Frederick D. Sullivan
Vice President