

L01000020768

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(Business Entity Name)

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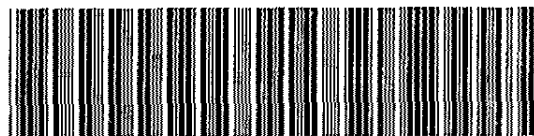
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1/31/05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 JAN 28 AM 8:05

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

05 JAN 28 PM 4:43

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CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

EFFECTIVE DATE  
1/31/05  
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05 JAN 28 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: CINDY

DATE: 01-28-05

REF. #: 0650.34290

CORP. NAME: BBI RETAIL, L.L.C.

- |                                                      |                                                 |                                                  |
|------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |                                                 |                                                  |
| <input type="checkbox"/> OTHER:                      |                                                 |                                                  |

STATE FEES PREPAID WITH CHECK# 511236 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |                                                       |                                             |

Examiner's Initials

**ARTICLES OF MERGER  
OF  
BBI RETAIL, L.L.C.  
a Florida limited liability company,  
and  
PERRY ELLIS MENSWEAR, LLC,  
a Delaware limited liability company**

**EFFECTIVE DATE**  
1/31/05

FILED  
05 JAN 28 AM 8:05  
STATE OF FLORIDA  
L0100002076

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Statutes.

**FIRST:** The names of the merging limited liability companies are Perry Ellis Menswear, LLC, which is a limited liability company organized under the laws of the State of Delaware and which shall be the surviving limited liability company ("Surviving Entity"), and BBI Retail, L.L.C., which is a limited liability company organized under the laws of the State of Florida, the existence of which will cease ("Disappearing Entity").

**SECOND:** The Surviving Entity will continue its existence as the surviving limited liability company under its current name pursuant to the Delaware Limited Liability Company Act.

**THIRD:** The attached Agreement and Plan of Merger meets the requirements of Section 608.438 of the Florida Statutes, and was approved by the domestic limited liability company that is a party to the merger in accordance with Chapter 608.4382 of the Florida Statutes.

**FOURTH:** The attached Agreement and Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the laws of the applicable jurisdiction.

**FIFTH:** 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 obligations or rights of any dissenting members of the Disappearing Entity that is a party to the merger.

**SIXTH:** The Surviving Entity agrees to pay the dissenting members of the Disappearing Entity that is a party to the merger the amount, if any, to which they are entitled under section 608.4384 of the Florida Statutes.

**SEVENTH:** The merger is permitted under the respective laws of the applicable jurisdictions and is not prohibited by either the certificate of organization of the Surviving Entity or the articles of organization of the Disappearing Entity.

**EIGHTH:** The merger shall become effective as of January 31, 2005, 11:54 p.m., EST.

**NINTH:** The address of the Surviving Entity's principal office is 3000 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172.

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

**IN WITNESS WHEREOF,** said Surviving Entity and Disappearing Entity have caused these articles to be signed by an authorized representative on the 28th day of January 2005.

**"SURVIVING ENTITY"**

**PERRY ELLIS MENSWEAR, LLC**, a Delaware limited liability company

By: Perry Ellis International, Inc.,  
a Florida corporation, its sole Member

By: Rosemary B. Trudeau  
Rosemary B. Trudeau  
Vice President of Finance

**"DISAPPEARING ENTITY"**

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

By: Perry Ellis International, Inc.,  
a Florida corporation, its sole Member

By: Rosemary B. Trudeau  
Rosemary B. Trudeau  
Vice President of Finance

**AGREEMENT AND PLAN OF MERGER  
OF  
BBI RETAIL, L.L.C.  
AND  
PERRY ELLIS MENSWEAR, LLC**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Plan") is entered into this 28<sup>th</sup> day of January, 2005, by and between BBI RETAIL, L.L.C., a Florida limited liability company (the "Disappearing Entity"), and PERRY ELLIS MENSWEAR, LLC, a Delaware limited liability company (the "Surviving Entity"), as approved by the members of said entities:

**RECITALS:**

A. The Surviving Entity is duly organized and existing under the laws of the State of Delaware. The Disappearing Entity is duly organized and existing under the laws of the State of Florida.

B. The Sole Member of each of the Disappearing Entity and the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the respective members of those limited liability companies.

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

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan and in order to consummate the transaction described above, Disappearing Entity and Surviving Entity, the constituent limited liability companies to this Plan, agree as follows:

1. **Merger.** The Disappearing Entity shall be merged with and into the Surviving Entity.

2. **Filing and Effective Time.** The Surviving Entity shall file with the Florida Department of State Articles of Merger pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act") and a Certificate of Merger shall be filed with the Delaware Secretary of State pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act"). The effective date of the merger (the "Effective Date") shall be January 31, 2005, 11:54 p.m., EST.

3. **Surviving Entity.** The Surviving Entity shall continue its existence under its current name pursuant to the provisions of the Delaware Act and shall succeed without other transfer to all the rights and properties of the Disappearing Entity and shall be subject to all the debts and liabilities of the Disappearing Entity in the same manner as if Surviving Entity had incurred them.

4. **Disappearing Entity.** The separate existence of the Disappearing Entity 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 membership interest in the Surviving Entity outstanding immediately prior to the merger, and all rights in respect thereof, shall not be changed as a result of the merger and shall continue to be outstanding. Each membership interest in the Disappearing Entity outstanding immediately prior to the merger, and all rights in respect thereof (the "Disappearing Entity Interests") shall be converted into and exchanged for one membership interest in the Surviving Entity.

6. **Management's Name and Address.** The name and address of the Surviving Entity's Managing Member is Perry Ellis International, Inc., a Florida corporation, 3000 N.W. 107<sup>th</sup> Avenue, Miami, Florida 33172.

7. **Certificate of Organization.** The Certificate of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Act.

8. **Operating Agreement.** The Operating Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware Act.

9. **Approval.** The transaction contemplated by this Plan has previously been submitted to and approved by the sole member of the Disappearing Entity and the sole member of the Surviving Entity. Subsequent to the execution of this Plan by the sole member of the Disappearing Entity and Surviving Entity, the sole members of each limited liability company shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the States of Delaware and 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.

10. **Amendment.** This Plan may be amended with the approval of the sole member of Surviving Entity and the sole member of the Disappearing Entity at any time prior to the filing of this Plan with the Florida Department of State and the Delaware Secretary of State, provided that any amendment made subsequent to the adoption of this Plan by the sole member of Disappearing Entity or the sole member of Surviving Entity shall not (a) alter or change any term of the Certificate of Formation of the Surviving Entity or (b) alter or change any of the terms and conditions of this Plan if such alteration or change would adversely affect the interests of the member of the Disappearing Entity.

11. **Governing Law.** This Plan shall be construed in accordance with and governed by the laws of the State of Florida.

12. **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.


13. **Counterparts.** This Plan 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.

**IN WITNESS WHEREOF**, the Surviving Entity and the Disappearing Entity have executed this Plan as of the date first above written.

**"SURVIVING ENTITY"**

**PERRY ELLIS MENSWEAR, LLC**, a Delaware limited liability company


By: Perry Ellis International, Inc.,  
a Florida corporation, its sole Member

By:   
Rosemary B. Trudeau  
Vice President of Finance

**"DISAPPEARING ENTITY"**

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

By: Perry Ellis International, Inc.,  
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Rosemary B. Trudeau  
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