

L03000039331

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

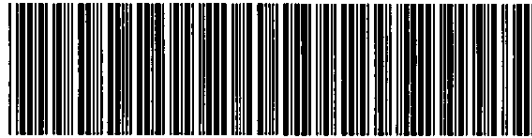
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

[Handwritten Signature]

Office Use Only



800081364108

RECEIVED

06 NOV 17 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

06 NOV 17 AM 9:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 606946 4324233
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 50.00

FILED
09 NOV 17 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 17, 2006

ORDER TIME : 3:24 PM

ORDER NO. : 606946-010

CUSTOMER NO: 4324233

ARTICLES OF MERGER

B'EAUTIQUE LLC

INTO

B'EAUTIQUE GROUP LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 20, 2006

AMANDA HADDAN
CSC
TALLAHASSEE, FL

SUBJECT: B'EAUTIQUE LLC
Ref. Number: L03000039331

RESUBMIT

Please give original
submission date as file date.

FILED
06 NOV 17 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for B'EAUTIQUE LLC and the authorization to debit your account in the amount of \$50.00. However, the document has not been filed and is being returned for the following:

Before the merger can be filed, the Florida entity -- B'EAUTIQUE LLC -- must be reinstated.

To reinstate, please file a reinstatement form. The total amount required to reinstate would be \$150.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 306A00067484

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2006 DEC -5 AM 10:42
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
06 NOV 17 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
B'EAUTIQUE LLC	Florida	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
B'EAUTIQUE GROUP LLC	New York	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

B'EAUTIQUE GROUP LLC

1411 Broadway, Suite 474

New York, NY 10018

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

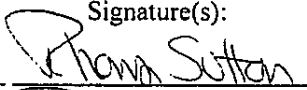

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Same as in Item 6.

Mailing address: Same as in Item 6

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
B'EAUTIQUE GROUP LLC		Rhona Sutton
B'EAUTIQUE LLC		Rhona Sutton

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
--	---------

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
B'EAUTIQUE LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
B'EAUTIQUE GROUP LLC	New York	LLC

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

Please see attached.

(Attach additional sheet if necessary)

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

The merging party shall be merged with and into the surviving party, and the surviving party shall survive the merger, all as, and with the effect, provided by the limited liability company laws of the State of New York, the State of Florida and this Plan of Merger.

Upon the effective time of the merger, without any action on the part of the holder thereof, (i) all of the issued and outstanding membership interests of the merging party held as of record by a member immediately prior thereto shall be changed and converted into an equal percentage share of membership interests of the surviving party and (ii) all of the issued and outstanding membership interests of the surviving party shall not be converted in any manner, but such membership interests which are issued as of such effective time shall continue to represent the same percentage share of membership interests of the surviving party.

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Please see attached.

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

FOURTH: 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 is as follows:

Upon the effective time of the merger, without any action on the part of the holder thereof, (i) all of the issued and outstanding membership interests of the merging party held as of record by a member immediately prior thereto shall be changed and converted into an equal percentage share of membership interests of the surviving party and (ii) all of the issued and outstanding membership interests of the surviving party shall not be converted in any manner, but such membership interests which are issued as of such effective time shall continue to represent the same percentage share of membership interests of the surviving party.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)