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(Rec	questor's Name)
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PICK-UP	WAIT MAIL
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(Do	cument Number)
Certified Copies	Certificates of Status
Special Instructions to I	Filing Officer:
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DEPARTMENT OF STATE 14 DEC 30 AH IS: 52

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	ACCOUNT NO.	:	12000000019	95
	REFERENCE	:	437705	3112D
	AUTHORIZATION	:	Smith ole	wan
	COST LIMIT	:	\$62.00	
ORDER DATE :	December 29, 201	4		
ORDER TIME :	9:45 AM			
ORDER NO. :	437705-030			
CUSTOMER NO:	. 3112D			
				·

### ARTICLES OF MERGER

BRIONI RETAIL BAL HARBOUR, LLC

### INTO

BRIONI RETAIL HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX\_\_\_\_\_ CERTIFIED COPY \_\_\_\_\_ PLAIN STAMPED COPY

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CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS:

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TO: Amendment Section Division of Corporations	
SUBJECT: Brioni Retail Holdings, Inc.	
	Name of Surviving Party
The enclosed Certificate of Merger a	and fee(s) are submitted for filing.
Please return all correspondence con	cerning this matter to:
Dennis J. Brennan	
Contact Person	
Saul Ewing LLP	
Firm/Company	
1500 Market Street, Suite 3800	
Address	
Philadelphia, PA 19102	
City, State and Zip (	Code
	Code
dbrennan@saul.com	
dbrennan@saul.com E-mail address: (to be used for future	e annual report notification)
dbrennan@saul.com E-mail address: (to be used for future For further information concerning th	e annual report notification) his matter, please call:
dbrennan@saul.com E-mail address: (to be used for future For further information concerning the Dennis J. Brennan	this matter, please call: $at \left( \frac{215}{3} \right)^{972-7136}$
dbrennan@saul.com E-mail address: (to be used for future For further information concerning the Dennis J. Brennan Name of Contact Person	e annual report notification) his matter, please call: at (215)972-7136 Area Code Daytime Telephone Number
dbrennan@saul.com E-mail address: (to be used for future For further information concerning the Dennis J. Brennan Name of Contact Person	e annual report notification) his matter, please call: at (215)972-7136 Area Code Daytime Telephone Number
dbrennan@saul.com E-mail address: (to be used for future For further information concerning the Dennis J. Brennan Name of Contact Person X Certified copy (optional) \$30 STREET ADDRESS: Amendment Section	e annual report notification) his matter, please call: at (215) 972-7136 Area Code Daytime Telephone Number 0.00 MAILING ADDRESS: Amendment Section
dbrennan@saul.com E-mail address: (to be used for future For further information concerning the Dennis J. Brennan Name of Contact Person Name of Contact Person Certified copy (optional) \$30 STREET ADDRESS: Amendment Section Division of Corporations	e annual report notification) his matter, please call: at (215)972-7136 at (215)972-7136 Area Code Daytime Telephone Number 0.00 MAILING ADDRESS: Amendment Section Division of Corporations
dbrennan@saul.com E-mail address: (to be used for future For further information concerning the Dennis J. Brennan Name of Contact Person IX Certified copy (optional) \$30 STREET ADDRESS: Amendment Section Division of Corporations Clifton Building	this matter, please call: $at \left(\frac{215}{Area Code}\right)^{972-7136}$ Daytime Telephone Number 0,00 MAILING ADDRESS: Amendment Section Division of Corporations P. O. Box 6327
dbrennan@saul.com E-mail address: (to be used for future For further information concerning the Dennis J. Brennan Name of Contact Person IX Certified copy (optional) \$30 STREET ADDRESS: Amendment Section Division of Corporations Clifton Building 2661 Executive Center Circle	e annual report notification) his matter, please call: at (215)972-7136 at (215)972-7136 Area Code Daytime Telephone Number 0.00 MAILING ADDRESS: Amendment Section Division of Corporations
dbrennan@saul.com E-mail address: (to be used for future For further information concerning the Dennis J. Brennan Name of Contact Person	this matter, please call: $at \left(\frac{215}{Area Code}\right)^{972-7136}$ Daytime Telephone Number 0,00 MAILING ADDRESS: Amendment Section Division of Corporations P. O. Box 6327

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# Articles of Merger For Florida Limited Liability Company

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

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

Name	Jurisdiction	Form/Entity Type
Brioni Retail Bal Harbour, LLC	Florida	Limited liability company
	<del>_</del> <del></del>	

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

Name	Jurisdiction	Form/Entity Type	
Brioni Retail Holdings, Inc.	Delaware	Corporation	 

<u>THIRD</u>: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

1 of 3

<u>POU</u>	<u>RTH:</u> Please check one of the boxes that apply to surviving entity: (if applicable)
	This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
	This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
	This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
	This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:
	610 Fifth Avonue, Suite 404
	New York, NY 10020

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

## SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization: Brioni Retail Bal Harbour, LLC

Signature(s):

Typed or Printed Name of Individual: Paul Buckter, President, CEO and Authorized Person Paul Buckter, President and

CEO

Brioni Rotail Holdings, Inc.

Corporations:

General partnerships:

Florida Limited Partnerships:

Limited Liability Companies:

Non-Florida Limited Partnerships:

Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.) Signature of a general partner or authorized person Signatures of all general partners Signature of a general partner Signature of an authorized person

Fees:	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	Certified Copy (optional):	\$30.00

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	COVER LETTER
TO: Amendment Section Division of Corporations	
SUBJECT: Brioni Retail Holdings, Inc.	
	Name of Surviving Party
The enclosed Certificate of Merger and f	fee(s) are submitted for filing.
Please return all correspondence concern	ning this matter to:
Dennis J. Brennan	
Contact Person	
Saul Ewing LLP	
Firm/Company	
1500 Market Street, Suite 3800	
Address	
Philadelphia, PA 19102	
-	
City, State and Zip Code	
City, State and Zip Code dbrennan@saul.com	
City, State and Zip Code dbrennan@saul.com E-mail address: (to be used for future ann	
City, State and Zip Code dbrennan@saul.com	
City, State and Zip Code dbrennan@saul.com E-mail address: (to be used for future ann	nual report notification)
City, State and Zip Code dbrennan@saul.com E-mail address: (to be used for future ann	nual report notification) natter, please call: 215 972-7136
City, State and Zip Code dbrennan@saul.com E-mail address: (to be used for future ann For further information concerning this n	mual report notification) matter, please call: at $\binom{215}{972-7136}$
City, State and Zip Code dbrennan@saul.com E-mail address: (to be used for future ann For further information concerning this n Dennis J. Brennan	nual report notification) natter, please call: 215 972-7136
City, State and Zip Code dbrennan@saul.com E-mail address: (to be used for future ann For further information concerning this n Dennis J. Brennan Name of Contact Person IX Certified copy (optional) \$30.00 STREET ADDRESS:	nual report notification) matter, please call: at (215)972-7136 at (215)972-7136 Area Code Daytime Telephone Number MAILING ADDRESS:
City, State and Zip Code dbrennan@saul.com E-mail address: (to be used for future ann For further information concerning this n Dennis J. Brennan Name of Contact Person Certified copy (optional) \$30.00 STREET ADDRESS: Amendment Section	nual report notification) matter, please call: at (215)972-7136 Area Code Daytime Telephone Number MAILING ADDRESS: Amendment Section
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City, State and Zip Code dbrennan@saul.com E-mail address: (to be used for future ann For further information concerning this n Dennis J. Brennan Name of Contact Person Name of Contact Person Certified copy (optional) \$30.00 STREET ADDRESS: Amendment Section Division of Corporations	nual report notification) matter, please call: at (215 )972-7136 at (215 )972-7136 Area Code Daytime Telephone Number MAILING ADDRESS: Amendment Section Division of Corporations
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FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Brioni Retail Bal Harbour, LLC	Florida	Limited liability company
• • • • • • • • • • • • • • • • • • •	• <u> </u>	<u>an an a</u>
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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Brioni Retail Holdings, Inc.	Delaware	Corporation

<u>**THIRD:</u>** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).</u>

1 of 3

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<u>FOU</u>	RTH: Please check one of the boxes that apply to surviving entity: (If applicable)
	This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
	This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
	This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
X	This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:
	610 Fifth Avenue, Suite 404
	New York, NY 10020

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTIH: If other than the date of filing, the delayed 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:

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization: Brioni Retail Bal Harbour, LLC	Signature(s):
Brioni Rotail Holdings, Inc.	
	~

Corporations;

19 23.2

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General partnerships: Florida Limited Partnerships: Non-Florida Limited Partnerships: Limited Liability Companies:

Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.) Signatures of a general partner or authorized person Signatures of all general partners Signature of a general partner Signature of an authorized person

. . . . . . .

Typed or Printed

Name of Individual:

and Authorized Person

CEO

Paul Buckter, President; CEO

Paul Buckter, President and

Fees:	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	Certified Conv (optional):	\$30.00

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