

L06000087496

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(Address)

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(City/State/Zip/Phone #)

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LAW OFFICES  
**OWENS, OWENS & RINN, LTD.**

444 NORTH NORTHWEST HIGHWAY

P.O. BOX 578

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JOHN E. OWENS 1923-1966  
THOMAS L. OWENS 1927-1948  
SAMUEL W. MILLER 1933-1979  
VINCENT G. RINN 1931-1996  
JOHN E. OWENS, JR.  
DENIS J. OWENS  
PATRICK D. OWENS

OF COUNSEL  
JOHN V. OWENS  
FACSIMILE NUMBER  
(773) 693-3567

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URSULA SZCZEPANSKI

September 21, 2006

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: Articles of Merger**

To Whom It May Concern:

Enclosed please find the following documentation:

1. Check in the amount of \$78.75 (\$35.00 filing fee per party and \$8.75 for certified copy);
2. Cover Letter;
3. Articles of Merger;
4. Memorandum of Action of Performance Footwear II, LLC (surviving entity);  
and
5. Memorandum of Action of Performance Footwear II, Inc. (merging party).

If you have any questions, please call. Thank you.

Sincerely,

Owens, Owens and Rinn, LTD.

By:

  
Ursula Szczepanski

Enclosures  
06/114.1

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Performance Footwear II, LLC  
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Patrick D. Owens

(Contact Person)

Owens, Owens & Rinn, Ltd.

(Firm/Company)

444 N. Northwest Highway, #350

(Address)

Park Ridge, Illinois 60068

(City, State and Zip Code)

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For further information concerning this matter, please call:

Patrick D. Owens

(Name of Contact Person)

at ( 847 ) 825-2128

(Area Code and Daytime Telephone Number)

☒ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
Performance Footwear II, Inc. #P05000007255	Florida	Corporation

**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>
Performance Footwear II, LLC #L06000087496	Florida	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.

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**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:  
September 30, 2006

**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:

N/A

**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.:

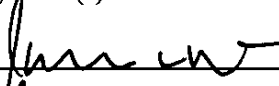
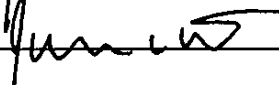
Street address: N/A

Mailing address: N/A

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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:
<u>Performance Footwear II, Inc.</u>		<u>Joseph A. Rossi, President</u>
<u>Performance Footwear II, LLC</u>		<u>Performance Sports, LLC, Member</u>
		<u>By: Joseph A. Rossi</u>

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Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## 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>
Performance Footwear II, Inc.	Florida	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
Performance Footwear II, LLC	Florida	LLC
_____	_____	_____

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

Performance Footwear II, Inc. shall merge all of its assets and liabilities into

Performance Footwear II, LLC, the surviving entity, upon the approval of all of the  
shareholders of Performance Footwear II, Inc. and all of the members of  
Performance Footwear II, LLC.

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

All issued and outstanding shares of Performance Footwear II, Inc. shall be equally  
converted to LLC membership units.

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

No rights outstanding.

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*(Attach additional sheet if necessary)*

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**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

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*(Attach additional sheet if necessary)*

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**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Performance Sports, LLC

Managing Member (Sole Member)

460 N. Orlando Avenue, Suite 110

Winter Park, Florida 32789

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*(Attach additional sheet if necessary)*

**SEVENTH:** 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)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

Performance Footwear II, LLC as the surviving entity shall continue under the  
name "New Balance Orlando" and effectuate the transfer pursuant to Florida  
Statutes Chapter 865.09.

*(Attach additional sheet if necessary)*

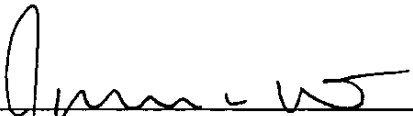
**MEMORANDUM OF ACTION OF MEMBERS  
OF  
PERFORMANCE FOOTWEAR II, LLC**

The undersigned, being the sole Member of PERFORMANCE FOOTWEAR II, LLC, a Florida Limited Liability Company, does hereby take the following actions by consent and without a meeting, and by unanimous vote, pursuant to Section 7.4 of the Operating Agreement and waive all notice pursuant to Section 7.12 of that Agreement:

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1. Plan of Merger. The Plan of Merger in words and figures as set forth in the attached copy (which is hereby made part of this Memorandum) is approved. The Manager of this company is hereby authorized and directed to take such action and do such further and other things as shall be necessary to carry that plan into effect, and to cause said Merger to occur.
2. Adoption of Assumed Name. In addition to its true company name, this company hereby elects to adopt and register as its Assumed Name in Florida, the name: *New Balance Orlando*, and the managers of this company are authorized and directed to register this name with the Secretary of State of Florida, and are further authorized and directed to renew that registration as necessary to retain the right to use this name, until further action of the members.

Dated: September 15, 2006

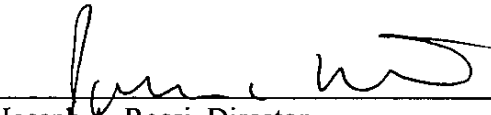
  
\_\_\_\_\_  
Performance Sports, LLC,  
Managing Member  
By: Joseph A. Rossi

MEMORANDUM OF ACTION  
OF  
DIRECTORS

The undersigned, being the sole director of PERFORMANCE FOOTWEAR II, INC., a Florida corporation, does hereby consent to the following actions, pursuant to §607.0821 of the Florida Business Corporation Act, and waive all notice pursuant to §607.0823 of that Act:

1. Plan of Merger. The Plan of Merger in words and figures as set forth in the attached copy (which is hereby made part of this Memorandum) is approved. The Officers of this corporation are hereby authorized and directed to take such action and do such further and other things as shall be necessary to carry that plan into effect, and to cause said Merger to occur.

Dated as of: September 15, 2006

  
\_\_\_\_\_  
Joseph A. Rossi, Director

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