

L69653

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MIAMI INTERNATIONAL FOOTACTION, INC., a Florida corporation, F52147

INTO

MIAMI INTERNATIONAL FAN CLUB, INC., a Florida corporation, L69653.

File date: April 8, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

L69653



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 319756 5039704

AUTHORIZATION :

Patricia P. P.

COST LIMIT : \$ 70.00

ORDER DATE : April 4, 1997

ORDER TIME : 9:22 AM

ORDER NO. : 319756-010

CUSTOMER NO: 5039704

CUSTOMER: Donna Wangenstein, Legal Asst
Footstar Inc.
2 Executive Boulevard
Suite 201
Suffern, NY 10901

400002136554--5

ARTICLES OF MERGER

MIAMI INTERNATIONAL THOM MCAN,
INC.

INTO

MIAMI INTERNATIONAL FOOTACTION
, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

4/29

John Mergner

5

FILED
97 APR -8 PM 3:32
RECEIVED
97 APR -8 AM 10:35
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 8, 1997

CSC
WARREN
TALLAHASSEE, FL

SUBJECT: MIAMI INTERNATIONAL FOOTACTION, INC.
Ref. Number: F52147

RESUBMIT
Please give original
submission date as file date.

We have received your document for MIAMI INTERNATIONAL FOOTACTION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

There is no corporation on the records of this office that currently has the name of MIAMI INTERNATIONAL THOM MCAN, INC.. MIAMI INTERNATIONAL THOM MCAN, INC. changed its name to MIAMI INTERNATIONAL FOOTACTION, INC. on October 2, 1996 --- this is ONE entity, a merger must take place between at least two entities.

The Articles of Merger also mention a corporation with the name MIAMI INTERNATIONAL FAN CLUB, INC. --- we do have an entity with this name, but the plan of merger makes no reference to this entity.

Attached are printouts of the corporations mentioned, please review the documents and make appropriate corrections.

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 697A00017580

ARTICLES OF MERGER

OF

MIAMI INTERNATIONAL FOOTACTION, INC.

AND

MIAMI INTERNATIONAL FAN CLUB, INC.

To the Secretary of State
State of Florida


Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Miami International Footaction, Inc. with and into Miami International Fan Club, Inc. as approved and adopted by written consent of the shareholders of Miami International Footaction, Inc. entitled to vote thereon given on January 3, 1997, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Miami International Fan Club, Inc. entitled to vote thereon given on January 3, 1997, in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. Miami International Fan Club, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

Executed on 4/3, 1997


Miami International Footaction, Inc.

By: 

Name: HOMER LEE GREER

Title: SR. VICE PRESIDENT

Miami International Fan Club, Inc.

By: 

Name: TIMOTHY CINCOTTA

Title: VICE PRESIDENT

FILED
97 APR -8 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER adopted for Miami International Footaction, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 3, 1997, and adopted for Miami International Fan Club, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 3, 1997. The names of the corporations planning to merge are Miami International Footaction, Inc., a business corporation organized under the laws of the State of Florida, and Miami International Fan Club, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Miami International Footaction, Inc. plans to merge is Miami International Fan Club, Inc.

1. Miami International Footaction, Inc. and Miami International Fan Club, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Miami International Fan Club, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Miami International Footaction, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation, shall, as of the effective date of the merger, be converted into one-half share of the surviving corporation. Each issued share of the surviving corporation existing prior to the effective date of the merger shall be exchanged and shall be converted into one-half share of the surviving corporation as of the effective date of the merger.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation

for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for shall be the date of filing of the Certificate of Merger with the office of the Secretary of State of the State of Florida.

10. Notwithstanding the approval of the Plan of Merger by the shareholders of the terminating corporation and the surviving corporation, the merger may be abandoned at any time prior to the effective date of the merger by written consent of the board of directors of the terminating corporation and the surviving corporation.