

L96000001091

Florida Department of State  
Division of Corporations  
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Fax Number : (850) 617-6380

From: Account Name : INCORPORATING SERVICES FL  
Account Number : I20050000052  
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TALLAHASSEE, FLORIDA

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## MERGER OR SHARE EXCHANGE

Vera Wang Bridal House LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$100.00

A. LUNT  
APR 25 2008  
EXAMINER

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**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>
PYT, LLC	Florida	LLC
Vera Wang Bridal House LLC	New York	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>
Vera Wang Bridal House 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.

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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:

**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:

225 W. 39th Street, NY NY 10018

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**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: 11260 Fortune Circle, Ste. J-4

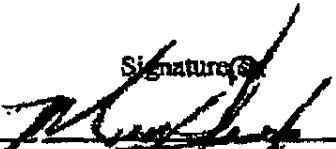
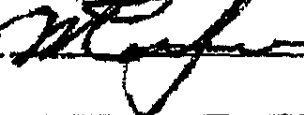
Wellington, FL 33414

Mailing address: 11260 Fortune Circle, Ste. J-4

Wellington, FL 33414

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.608.4351-608.4355, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
PTY, LLC		Marianne Jensen
Vera Wang Bridal House LLC		Marianne Jensen

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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:**

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

**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>
PYT, LLC	Florida	

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**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>
Vera Wang Bridal House LLC	New York	LLC

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

PYT LLC is a wholly owned subsidiary of Vera Wang Bridal House LLC. PTY LLC will be merged into Vera Wang Bridal House LLC and PTY LLC's membership interests formerly owned by Vera Wang Bridal House LLC, will be cancelled.

*(Attach additional sheet if necessary)*

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

PYT LLC is a wholly owned subsidiary of Vera Wang Bridal  
House LLC. PTY LLC will be merged into Vera Wang  
Bridal House LLC and PTY LLC's membership interests  
formerly owned by Vera Wang Bridal House LLC, will be  
cancelled.

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

PYT LLC is a wholly owned subsidiary of Vera Wang Bridal  
House LLC. PTY LLC will be merged into Vera Wang  
Bridal House LLC and PTY LLC's membership interests  
formerly owned by Vera Wang Bridal House LLC, will be  
cancelled.

*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*