

CT CORPORATION SYSTEM

CORPORATION(S) NAME

L99000004336

Confectionery Entertainment Concepts LLC merging into: Dylan's Candy

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JAN 31 PM 3:11

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AND  
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- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                    | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit                 |   |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                       | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                  |   |   |

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

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Order#: 3536224

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Ref#: \*\*\*\*\*80.00 \*\*\*\*\*80.00

Amount: \$ \_\_\_\_\_

JB  
1-31-01

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

*[Signature]*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CONFECTIONERY ENTERTAINMENT CONCEPTS, L.L.C., A FLORIDA  
ENTITY, L99000004336

INTO

**DYLAN'S CANDYBAR, LLC.** corporation not qualified in Florida

File date: January 31, 2001

Corporate Specialist: Trevor Brumbley

**ARTICLES OF MERGER  
OF  
CONFECTIONERY ENTERTAINMENT CONCEPTS, L.L.C.  
WITH AND INTO  
DYLAN'S CANDYBAR, LLC**

**Pursuant to Section 608.4382 of the  
Florida Limited Liability Company Act**

The following articles of merger are being submitted in accordance with section 608.4382 of the Florida Limited Liability Company Act.

First: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Dylan's Candybar, LLC c/o Mahoney Cohen & Company CPA, P.C. 111 West 40 <sup>th</sup> Street New York, New York 10018 FEI Number: 13-4153081	Delaware	LLC
Confectionery Entertainment Concepts, L.L.C. 21588 Halstead Drive Boca Raton, Florida 33428 Florida Registration Number: L99000004336 FEI Number: 650935206	Florida	LLC

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Second: The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity (the "Surviving Entity") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Dylan's Candybar, LLC c/o Mahoney Cohen & Company CPA, P.C. 111 West 40 <sup>th</sup> Street New York, New York 10018	Delaware	LLC

Third: The attached Agreement and Plan of Merger (the "Merger Agreement") meets the requirements of Section 18-209 of the Delaware Limited Liability Company Act and Chapter 608 of the Florida Statutes.

Fourth: The Surviving Entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting members of Confectionery Entertainment Concepts, L.L.C. ("CEC")

Fifth: The Surviving Entity agrees to pay the dissenting members of CEC the amount, if any, to which they are entitled under section 608.4384, Florida Statutes.

Sixth: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization or certificate of formation of any limited liability company that is a party to the Merger Agreement.

Seventh: The merger shall become effective as of the time of the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and the filing of the Articles of Merger with the Department of State of the State of Florida

Eighth: The Articles of Merger comply and were executed with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, Dylan's Candybar, LLC and Confectionery Entertainment Concepts, L.L.C. have caused these Articles of Merger to be executed this 17<sup>th</sup> day of January, 2001.

DYLAN'S CANDYBAR, LLC

By: DRL, LLC,  
a Managing Member

By: \_\_\_\_\_  
Name: Dylan Lauren  
Title: Managing Member

By: \_\_\_\_\_  
Name: Jeffrey Rubin  
Title: Managing Member

CONFECTIONERY ENTERTAINMENT  
CONCEPTS, L.L.C.

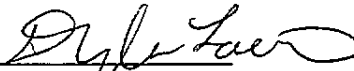
By: \_\_\_\_\_  
Name: Jeffrey Rubin  
Title: Manager

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a Managing Member

By:   
Name: Dylan Lauren  
Title: Managing Member

By: \_\_\_\_\_  
Name: Jeffrey Rubin  
Title: Managing Member

CONFECTIONERY ENTERTAINMENT  
CONCEPTS, L.L.C.

By: \_\_\_\_\_  
Name: Jeffrey Rubin  
Title: Manager


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a Managing Member

By: \_\_\_\_\_  
Name: Dylan Lauren  
Title: Managing Member

By:   
Name: Jeffrey Rubin  
Title: Managing Member

CONFECTIONERY ENTERTAINMENT  
CONCEPTS, L.L.C.

By:   
Name: Jeffrey Rubin  
Title: Manager

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**AGREEMENT AND PLAN OF MERGER**

**between**

**DYLAN'S CANDYBAR, LLC**

**and**

**CONFECTIONERY ENTERTAINMENT CONCEPTS, L.L.C.**

**Dated as of January 17, 2001**

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AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of January 17, 2001, between Dylan's Candybar, LLC, a Delaware limited liability company (the "Company"), and Confectionery Entertainment Concepts, L.L.C., a Florida limited liability company ("CEC").

WHEREAS, DRL, LLC and Jeffrey Rubin ("Rubin"), as Managing Members of the Company, and Rubin, as Manager of CEC, have approved the merger of CEC with and into the Company as set forth herein.

NOW, THEREFORE, the parties, intending to be legally bound, agree as follows:

## ARTICLE 1

### THE MERGER

Section 1.1 The Merger. Upon the terms and in accordance with Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA") and Section 608.438 of the Florida Limited Liability Company Act (the "FLLCA"), CEC shall be merged with and into the Company (the "Merger") as of the Effective Time (as defined in Section 1.2).

Section 1.2 Effective Time. The Merger shall become effective at the time of the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and the filing of the Articles of Merger with the Department of State of the State of Florida, in accordance with the applicable provisions of the DLLCA and the FLLCA, or at such later time as may be specified in the Certificate of Merger and Articles of Merger (the "Effective Time").

Section 1.3 Effects of the Merger. The Merger shall have the effects set forth in Section 18-209(g) of the DLLCA and Section 608.4383 of the FLLCA. Following the Merger, the separate existence of CEC shall cease, and the Company shall continue as the surviving limited liability company ("Surviving Company") and shall succeed to, and assume all of the rights and obligations of, CEC. The Limited Liability Company Agreement of the Company (the "Operating Agreement") will be the Limited Liability Company Agreement of the Surviving Company.

Section 1.4 Conversion of Membership Interests. (a) As of the Effective Time, Rubin's membership interest in CEC, which constitutes a 73% ownership

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interest in CEC, shall be converted into a 50% ownership interest in the Class B interest in the Company.

(b) As of the Effective Time, DRL's membership interest in CEC, which constitutes a 27% ownership interest in CEC, shall be converted into a 50% ownership interest in the Class B interest in the Company.

Section 1.5 Managing Members. The Managing Members of the Surviving Company shall be as set forth in the Operating Agreement and as set out in Schedule 1.5, from and after the Effective Time, to serve in accordance with Delaware law and the terms of the Operating Agreement.

## ARTICLE 11

### MISCELLANEOUS

Section 2.1 Amendment and Modification. This Agreement may be amended or modified at any time by the parties hereto, but only pursuant to an instrument in writing signed by the parties.

Section 2.2 Entire Agreement; Assignment. This Agreement constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all other prior agreements and understandings, both written and oral, between the parties hereto with respect to the subject matter hereof.

Section 2.3 Validity. The invalidity or unenforceability of any term or provision of this Agreement in any situation or jurisdiction shall not affect the validity or enforceability of the other terms or provisions in any other situation or in any other jurisdiction.

Section 2.4 Governing Law. This Agreement shall be governed by, enforced under and construed in accordance with the laws of the State of Delaware, without giving effect to any choice or conflict of law provision or rule thereof.

Section 2.5 Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and shall in no way be construed to define, limit, describe, explain, modify, amplify or add to the interpretation, construction or meaning of any provision of, or scope or intent of, this Agreement nor in any way affect this Agreement.

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Section 2.6 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the Company and CEC have caused this Agreement to be signed by their respective duly authorized persons as of the date first above written.

DYLAN'S CANDYBAR, LLC

By: \_\_\_\_\_  
Name: Jeffrey Rubin  
Title: Managing Member

By:

DRL, LLC

By:   
Name: Dylan Lauren  
Title: Managing Member

CONFECTIONERY ENTERTAINMENT CONCEPTS,  
L.L.C.

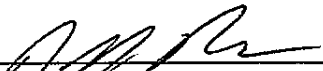
By: \_\_\_\_\_  
Name: Jeffrey Rubin  
Title: Managing Member

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DYLAN'S CANDYBAR, LLC


By:   
Name: Jeffrey Rubin  
Title: Managing Member

By:

DRL, LLC

By: \_\_\_\_\_  
Name: Dylan Lauren  
Title: Managing Member

CONFECTIONERY ENTERTAINMENT CONCEPTS,  
L.L.C.

By:   
Name: Jeffrey Rubin  
Title: Managing Member

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SCHEDULE 1.5  
NAMES AND BUSINESS ADDRESSES OF MANAGING MEMBERS

Jeffrey Rubin, with an address at:

21588 Halstead Drive  
Boca Raton, Florida 33428  
Telephone: (561) 883-6610  
Fax: (561) 883-9583

DRL, LLC, with an address at:

c/o Mahoney Cohen & Company CPA, P.C.  
111 West 40<sup>th</sup> Street  
New York, New York 10018  
Telephone: (212) 490-8000  
Fax: (212) 398-0267

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