

m 799907

ARTHUR BARON
ATTORNEY AT LAW
640 N. HILLSIDE AVENUE
ORLANDO, FLORIDA 32803

97 AUG 18 AM 10:00
SECRETARY
DIVISION OF
FILED

BOARD CERTIFIED:
CIVIL TRIAL LAWYER
KENNETH V. BEVAN
OF COUNSEL

(407) 894-6441
FAX: (407) 894-0332

May 19, 1997

Sandra Mortham, Secretary of
State of Florida
The Capitol
Tallahassee, Florida 32399-0250

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-05/22/97--01110--021
****122.50 ****122.50

Re: Merger of Costume Rentals Corp. Florida into
Eastern Costume, Inc., a California corporation

Dear Ms. Mortham:

Enclosed you will find a certified copy of the Agreement and Plan of Merger between Costume Rentals Corp. Florida, a Florida corporation and Eastern Costume, Inc., a California corporation. Said Agreement and Plan of Merger is attached to the Secretary of State of the State of California's Certificate of the merger of Costume Rentals Corp. Florida into Eastern Costume, Inc., a Florida corporation. Pursuant to Florida Statute 607.1107, Eastern Costume, Inc., a Florida corporation, and the survivor of Costume Rentals Corp. Florida, does hereby:

A. Appoint the Secretary of State as its agent for service of process in any proceeding to enforce any obligation or rights of dissenting shareholders of Costume Rental Corp. Florida.

B. Eastern Costume, Inc., a California corporation agrees to pay to the dissenting shareholders of Costume Rentals Corp. Florida to the merger or share exchange, the amount, if any, to which they are entitled under Florida Statute 607.1302.

Eastern Costume, Inc.'s Florida office address is 2121 S. Division Avenue, Orlando, Florida 32805.

Eastern Costume, Inc. names as its Registered Agent, Arthur Baron, Esquire, 640 N. Hillside Ave., Orlando, Florida 32803.

Enclosed you will find an Acceptance of Registered Agent Designation. I have also enclosed our check in the amount of \$122.50, \$35 for each corporation and \$52.50 for a certified copy of the Agreement and Plan of Merger.

Sandra Mortham, Secretary of State
May 19, 1997
Page 2

If you have any questions, please call.

Yours truly,



ARTHUR BARON

AB/lg
enclosures
cc: Mr. James Livie
Frederick P. Muller, Esquire

ARTHUR BARON
ATTORNEY AT LAW
640 N. HILLSIDE AVENUE
ORLANDO, FLORIDA 32803

BOARD CERTIFIED:
CIVIL TRIAL LAWYER

(407) 894-6447
FAX: (407) 894-0332

KENNETH V. BEVAN
OF COUNSEL

August 13, 1997

Sandra Mortham, Secretary of
State of Florida
Division of Corporations
Attn: **Thelma**
409 E. Gaines Street
Tallahassee, FL 32399

Re: Merger of Costume Rentals Corp. Florida into
Eastern Costume, Inc., a California corporation

Dear Thelma:

With respect to the above merger, please advise if the
Secretary of State will waive the penalty to my client for not
filing timely their Corporation Annual Report.

My client, unfortunately, was under the belief that due to
the merger documents being sent to your office, the annual report
did not need to be filed as their California corporation would be
the surviving corporation. As you will recall, on May 29, 1997,
I received a telephone call advising that you needed additional
documentation in order to complete the merger between Eastern
Costume, Inc. and Costume Rentals Corp. Florida.

I look forward to hearing from you in this regard.

Yours truly,


ARTHUR BARON

AB/jcc
cc: Costume Rentals Corp. Florida

Julie, Mr. Baron ^{Sec.} **GAVE**

AUTHORIZATION BY PHONE TO

CORRECT the name of the Florida Corp

DATE 24 AUG 18 1997

DOC. EXAM 24 AUG 18 1997

ARTHUR BARON
ATTORNEY AT LAW
640 N. HILLSIDE AVENUE
ORLANDO, FLORIDA 32803

BOARD CERTIFIED:
CIVIL TRIAL LAWYER
KENNETH V. BEVAN
OF COUNSEL

(407) 894-6447
FAX: (407) 894-0332

August 13, 1997

Sandra Mortham, Secretary of
State of Florida
Division of Corporations
Attn: Thelma
409 E. Gaines Street
Tallahassee, FL 32399

Re: Merger of Costume Rentals Corp. Florida into
Eastern Costume, Inc., a California corporation

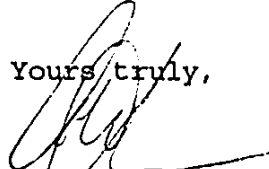
Dear Thelma:

On May 29, 1997, I received a telephone call advising that you needed the Articles of Merger between Eastern Costume, Inc. and Costume Rentals Corp. Florida. Enclosed you will find the original of said Articles of Merger signed by Eastern Costume, Inc. and Costume Rentals Corp. Florida.

You have previously received and are holding our letter of May 19, 1997, and the Agreement and Plan of Merger recorded with the Secretary of State of California and check of \$122.50.

If you need anything further, please feel free to give us a call.

Yours truly,



ARTHUR BARON

AB/jcc
Enclosure
cc: Costume Rentals Corp. Florida

ARTICLES OF MERGER
Merger Sheet

MERGING:

COSTUME RENTALS CORP. FLORIDA, a Florida corporation, M79907

INTO

EASTERN COSTUME, INC., a California corporation not qualified in Florida

File date: August 18, 1997

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

EASTERN COSTUME, INC., a California corporation and COSTUME RENTALS CORP. Florida, a Florida corporation, being validly and legally formed under the laws of the States of California and Florida, have adopted a Plan of Merger:

1. The Plan of Merger is for Costume Rentals Corp. Florida to merge into Eastern Costume, Inc.
2. The effective date of the merger is January 1, 1997.
3. Eastern Costume, Inc. adopted the Plan of Merger on December 15, 1996, by a vote of the shareholders and Board of Directors.
4. Costume Rentals Corp. Florida adopted the Plan of Merger on December 15, 1996, by a vote of the shareholders and Board of Directors.

EASTERN COSTUME, INC.

Dated: July 30, 1997 By James H. Livie
JAMES H. LIVIE, President

EASTERN COSTUME, INC.

Dated: July 30, 1997 By Pamela L. Livie
PAMELA L. LIVIE, Secretary

COSTUME RENTALS CORP. FLORIDA

Dated: July 30, 1997 By James H. Livie
JAMES H. LIVIE, President

COSTUME RENTALS CORP. FLORIDA

Dated: July 30, 1997 By Pamela L. Livie
PAMELA L. LIVIE, Secretary

97 AUG 13 AM 10:20

FILED
97 AUG 18 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

The foregoing instrument was acknowledged before me this 30th day of JULY, 1996 by JAMES H. LIVIE, as President of EASTERN COSTUME, INC. ~~who is personally known to me or who has produced identification~~ _____, and who did/did not take an oath.

R. Gerald Heyman
Notary Public

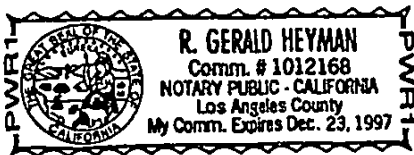


R. GERALD HEYMAN
Typed Name of Notary Public
My Commission Number and
Date of Expiration:

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

The foregoing instrument was acknowledged before me this 30th day of JULY, 1996 by PAMELA L. LIVIE, as Secretary of EASTERN COSTUME, INC. ~~who is personally known to me or who has produced identification~~ _____, and who did/did not take an oath.

R. Gerald Heyman
Notary Public

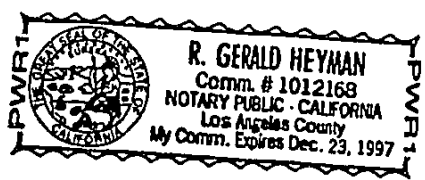


R. GERALD HEYMAN
Typed Name of Notary Public
My Commission Number and
Date of Expiration:

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

The foregoing instrument was acknowledged before me this 30th day of JULY, 1996 by JAMES H. LIVIE, as President of COSTUME RENTALS CORP. ~~FLORIDA~~, who is personally known to me or who has produced identification _____, and who did did not take an oath.

R. Gerald Heyman
Notary Public



R. GERALD HEYMAN
Typed Name of Notary Public
My Commission Number and
Date of Expiration:

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

The foregoing instrument was acknowledged before me this 30th day of JULY, 1996 by PAMELA L. LIVIE, as Secretary of CUSTOM RENTALS CORP. ~~FLORIDA~~, who is personally known to me or who has produced identification _____, and who did did not take an oath.

R. Gerald Heyman
Notary Public



R. GERALD HEYMAN
Typed Name of Notary Public
My Commission Number and
Date of Expiration:

A486709

ENDORSED-FILED
In the office of the Secretary of State
of the State of California

DEC 31 1996

AGREEMENT AND PLAN OF MERGER

BILL JONES, Secretary of State

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into on December 27, 1996, by and between EASTERN COSTUME, INC., a California corporation ("Surviving") and COSTUME RENTALS CORP. FLORIDA, a Florida corporation ("Disappearing"), with respect to the following facts:

A. Surviving is a corporation duly organized and existing under and by virtue of the laws of the State of California. Surviving is authorized to issue One Thousand (1,000) shares of common stock, and is not authorized to issue any other class of stock. One Hundred (100) shares of Surviving common stock are presently issued and outstanding, of which Ninety (90) are owned by JAMES H. LIVIE, and Ten (10) are owned by BREANNA LIVIE.

B. Disappearing is a corporation duly organized and existing under and by virtue of the laws of the State of Florida. Disappearing is authorized to issue One Thousand (1,000) shares of common stock, and is not authorized to issue any other class of stock. Five Hundred Fifty (550) shares of Disappearing common stock are presently issued and outstanding, all of which are owned by JAMES H. LIVIE.

C. For good and valid business reasons, Surviving and Disappearing desire to combine their business operations and, in furtherance thereof, desire that Disappearing, as the disappearing corporation, be merged into Surviving, as the surviving corporation, on the terms and conditions set forth herein.

NOW, THEREFORE, the parties agree as follows:

1. Plan of Reorganization. The following plan of reorganization is hereby adopted:

1.1. Surviving and Disappearing shall merge pursuant to the provisions of this Agreement and the merger provisions of the California Corporations Code and the Florida Statutes in a statutory merger within the meaning of Internal Revenue Code §368(a)(1)(A) and corresponding provisions of the California and Florida tax statutes. Surviving shall be the surviving corporation and Disappearing shall be the disappearing corporation.

1.2. In connection with the merger, each issued and outstanding Disappearing share shall be converted to 1/55 of a Surviving share.

2. Merger. Disappearing shall hereby be merged into Surviving. Surviving shall be the surviving corporation in such merger and Disappearing shall be the disappearing corporation.

3. Officers' Certificates.

3.1. Surviving. Surviving shall cause an officers' certificate to be prepared and executed as required by and in compliance with Section 1103 of the California Corporations Code.

3.2. Disappearing. Disappearing shall cause an officers' certificate to be prepared and executed as required by and in compliance with Section 1103 of the California Corporations Code.

4. Effective Date. The merger shall occur and shall be effective as of the date (the "Effective Date") a copy of this Agreement along with an officers' certificate of Surviving (as described in Section 3.1 above) and an officers' certificate of Disappearing (as described in Section 3.2 above) are filed in the California Secretary of State's office. The parties expect and intend that the merger shall be effective after the close of business on December 31, 1996.

5. Conversion of Disappearing Shares. Effective as of the Effective Date, each issued and outstanding Disappearing share shall be converted to 1/55 of a Surviving share.

6. Surviving Shares Not Affected. The outstanding shares of Surviving shall remain outstanding and are not affected by the merger.

7. Stock Certificates. The parties shall use their best efforts to obtain from the Disappearing shareholder his Disappearing stock certificate(s) duly endorsed to Surviving for cancellation and surrender. Upon receipt by Surviving of each such Disappearing stock certificate, Surviving shall issue a new Surviving certificate to the surrendering shareholder of Disappearing in place of the surrendered certificate evidencing such shareholder's ownership of the number of Surviving shares computed pursuant to Section 5 above.

8. Florida Merger Statutes. The parties shall prepare, execute and file all documents and perform all acts necessary or desirable to make the merger of Surviving and Disappearing hereunder effective under the Florida Statutes governing mergers as of the Effective Date.

9. Articles of Incorporation. The Articles of Incorporation of Surviving as existing on the Effective Date shall continue in full force and effect as the Articles of Incorporation of Surviving until altered or amended as provided by applicable law.

10. Bylaws. The Bylaws of Surviving as existing on the Effective Date shall continue in full force and effect as the Bylaws of Surviving until altered or amended as provided by applicable law.

11. Property and Liabilities of Disappearing. Effective as of the Effective Date, the separate existence of Disappearing shall cease and Surviving shall succeed, without other transfer, to all the rights and property of Disappearing, and shall be subject to all the debts and liabilities of Disappearing in the same manner as if Surviving had itself incurred them.

12. Further Assurances. From time to time, as and when required by Surviving, there shall be executed and delivered on behalf of Disappearing such deeds and other instruments, and there shall be taken or caused to be taken on behalf of Disappearing all such further action as shall be appropriate or necessary to vest, perfect, confirm, record or otherwise, in Surviving title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Disappearing, and otherwise to carry out the purposes of this Agreement. The officers and directors of Surviving shall be fully authorized in the name and on behalf of Disappearing or otherwise to take any and all such action and to execute and deliver any and all such deeds and instruments. In furtherance of the foregoing, the officers and directors of Disappearing shall, if requested by Surviving prior to the Effective Date, take any and all such actions and execute and deliver any and all such deeds and instruments on the Effective Date.

13. Termination of Agreement. This Agreement may be terminated and the merger contemplated herein may be abandoned at any time prior to the Effective Date, whether before or after approval of this Agreement by the board of directors or shareholders of Surviving and/or Disappearing if, in the opinion of the board of directors of either Surviving or Disappearing, the consummation of the merger contemplated herein is not, for any reason, in the best interests of such corporation and its shareholders.

14. Approvals. This Agreement and the merger described herein shall not be consummated unless this Agreement and the merger described herein are authorized and approved by the board of directors of Disappearing and Surviving and by the shareholders of Disappearing and Surviving.

15. Miscellaneous.

15.1. Amendment. This Agreement may not be amended, supplemented or otherwise modified unless such amendment, supplement or modification is in writing and executed by the party or parties to be bound thereby.

15.2. Entire Agreement; Counterparts. This Agreement contains the entire agreement between the parties with respect to the transaction contemplated hereby. It may be executed in any number of counterparts, each of which shall be deemed an original, but such counterparts together shall constitute one and the same instrument.

15.3. Facsimile Signatures. A signature that is transmitted by telecopier or other facsimile equipment shall be deemed an original signature.

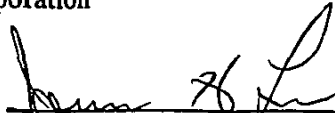
15.4. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of California.


15.5. Headings. The headings in this Agreement are intended solely for convenience of reference and shall be given no effect in the construction or interpretation of this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first above written.

Surviving:

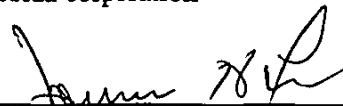
EASTERN COSTUME, INC., a California corporation

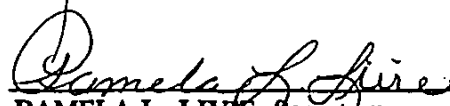
By: 
JAMES H. LIVIE, President

By: 
PAMELA L. LIVIE, Secretary

Disappearing:

COSTUME RENTALS CORP. FLORIDA,
a Florida corporation

By: 
JAMES H. LIVIE, President

By: 
PAMELA L. LIVIE, Secretary

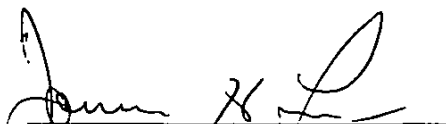
CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER

JAMES H. LIVIE and PAMELA L. LIVIE certify that:

1. They are the President and the Secretary, respectively, of EASTERN COSTUME, INC., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger in the form attached hereto was duly approved by the Board of Directors and by the shareholders of the Corporation.
3. Said Agreement and Plan of Merger was approved by the holders of one hundred percent (100%) of the outstanding shares of the Corporation.
4. The Corporation has only one class of shares and the total number of shares outstanding is One Hundred (100).

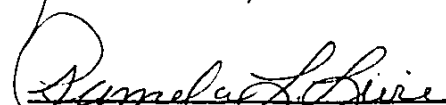
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: December 27, 1996



JAMES H. LIVIE, President

Date: December 27, 1996



PAMELA L. LIVIE, Secretary

CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER

JAMES H. LIVIE and PAMELA L. LIVIE certify that:

1. They are the President and the Secretary, respectively, of COSTUME RENTALS CORP. FLORIDA, a Florida corporation (the "Corporation").

2. The Agreement and Plan of Merger in the form attached hereto was duly approved by the Board of Directors and by the shareholders of the Corporation.

3. Said Agreement and Plan of Merger was approved by the holders of one hundred percent (100%) of the outstanding shares of the Corporation.

4. The Corporation has only one class of shares and the total number of shares outstanding is Five Hundred Fifty (550).

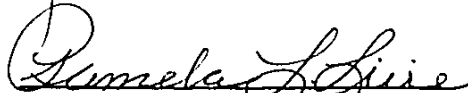
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Date: December 27, 1996



JAMES H. LIVIE, President

Date: December 27, 1996



PAMELA L. LIVIE, Secretary