

Document Number Only

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C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

100002788961--6

-02/26/99--01090--001

*****17.50 *****17.50

100002788961--6

-02/26/99--01090--002

*****70.00 *****70.00

Madison Shoe Corporation

merged into:

Madison Shoe Company L.L.C.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name Availability	2-1
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

2/26/99

PLEASE RETURN EXTRA COPY(S)

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THANKS

JOEY

RECEIVED



99 MAR -1 AM 10:44

FLORIDA DEPARTMENT OF STATE

DIVISION OF CORPORATIONS Katherine Harris
Secretary of State

February 26, 1999

CT CORP.

SUBJECT: MADISON SHOE COMPANY L.L.C.
Ref. Number: M99000000175

We have received your document for MADISON SHOE COMPANY L.L.C. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

The agreement of merger need to be titled plan of merger.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 299A00009088

Walk-In
Pick-up

Please back date
Thanks.

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99 FEB 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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>
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1. Madison Shoe Corporation		
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New York	
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Corporation

75 Triangle Boulevard		
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Carlstadt, New Jersey 07072		
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Florida Document/Registration Number: P34063	
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FEI Number: 13-3314577

2. Madison Shoe Company L.L.C.		
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Delaware	
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LLC

75 Triangle Boulevard		
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Carlstadt, New Jersey 07072		
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Florida Document/Registration Number: M99000000175	
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FEI Number: Applied for

3.		
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Florida Document/Registration Number:	
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FEI Number:

4.		
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Florida Document/Registration Number:	
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FEI Number:

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Madison Shoe Company L.L.C.	Delaware	LLC
75 Triangle Boulevard		
Carlstadt, New Jersey 07072		

Florida Document/Registration Number: M99000000175 FEI Number: Applied for

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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 shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381 (2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

[illegible]

(Attach additional sheet(s) if necessary)

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99 FEB 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLAN OF MERGER

PLAN OF MERGER, dated this 30th day of June, 1998, pursuant to Section 18-209 of the Delaware Limited Liability Company Act, between Madison Shoe Corporation, a New York corporation ("Madison-NY") and Madison Shoe Company L.L.C., a Delaware limited liability company ("Madison-DE").

The parties to this agreement ("Agreement") in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the merger between Madison-NY and Madison-DE (the "Merger") and manner of carrying the same into effect as follows:

1. Madison-NY shall be and hereby is merged into Madison-DE which shall be the surviving entity.
2. The certificate of formation of Madison-DE, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the certificate of formation of the entity surviving the Merger.
3. The outstanding shares of Madison-NY are comprised of 100 shares of common stock without par value. All of the shares are entitled to vote on the Merger.
4. The manner of converting the outstanding shares of the common stock of Madison-NY into the membership interests of Madison-DE shall be as follows:

All of the shares of common stock of Madison-NY which shall be outstanding on the effective date of the Merger (the "Effective Date") and all rights in respect thereof shall forthwith be changed and converted into membership interests of Madison-DE so that the sole stockholder of Madison-NY shall be and continue as the sole member of Madison-DE.

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TALLAHASSEE, FLORIDA

5. The terms and conditions of the Merger are as follows:

- (a) The limited liability company agreement of Madison-DE as it shall exist on the Effective Date shall be and remain the limited liability company agreement of Madison-DE until the same shall be later, amended or repealed as therein provided.
- (b) The Merger shall become effective upon filing the Certificate of Merger attached hereto as Exhibit A (the "Certificate of Merger") with the Secretary of State of Delaware.
- (c) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Madison-NY shall be transferred to, vested in, and devolved upon, Madison-DE without further act or deed and all property, rights, and every other interest of Madison-DE and Madison-NY shall be as effectively the property of Madison-DE as they were of Madison-DE and Madison-NY respectively. Madison-NY hereby agrees from time to time, as and when requested by Madison-DE or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Madison-DE may seem desirable in order to vest in and confirm to Madison-DE title to and possession of any property of Madison-NY acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of Madison-NY and the proper authorized persons of Madison-

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SECRETARY OF STATE
DELAWARE

DE are fully authorized in the name of Madison-DE or otherwise to take any and all such action.


6. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the board of directors of Madison-NY or by the members of Madison-DE at any time prior to the date of filing the Certificate of Merger with the Secretary of State of Delaware.
7. The name of the Managing Member is Peter Grueterich. The address of the Managing Member is 75 Triangle Boulevard, Carlstadt, New Jersey 07072.

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TALLAHASSEE, FLORIDA

The parties to this Agreement, pursuant to the approval and authority duly given by the resolutions adopted by the board of directors of Madison-NY and by the members of Madison-DE have caused this Agreement to be executed by the authorized signatories of each party hereto, on this 30 day of June, 1998.

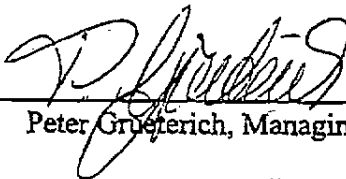
Madison Shoe Corporation

By


Peter Grueterich, President

Madison Shoe Company L.L.C.

By:


Peter Grueterich, Managing Member

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99 FEB 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: .

MADISON SHOE CORPORATION, A NEW YORK CORPORATION

into

MADISON SHOE COMPANY L.L.C., a Delaware entity M99000000175

File date: February 26, 1999

Corporate Specialist: Tammi Cline

FILED
99 FEB 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA