

P000000018222

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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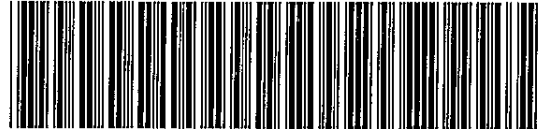
(Business Entity Name)

(Document Number)

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12/31/05

Connected to

P000000018222

FILED  
05 DEC 19 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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05 DEC 19 PM 12:41  
TALLAHASSEE, FLORIDA

AR  
12/19/05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 759948 5039704

AUTHORIZATION : *Darlene Ward*

COST LIMIT : \$ 525.00

ORDER DATE : December 15, 2005

ORDER TIME : 10:26 AM

ORDER NO. : 759948-030

CUSTOMER NO: 5039704

ARTICLES OF MERGER

SEE EXHIBIT A

INTO

FEET OF COLORADO, INC.

*EFFECTIVE DATE 12/31/05*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER

OF

FILED

05 DEC 19 PM 1:08

EACH OF THE CORPORATIONS LISTED ON EXHIBIT A ANNEXED HERETO  
TALLAHASSEE, FLORIDA

AND

FEET OF COLORADO, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation 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 each of the corporations listed on Exhibit A annexed hereto with and into Feet of Colorado, Inc. as approved by the Board of Directors of each of the corporations listed on Exhibit A annexed hereto on December 14, 2005, and adopted at a meeting by the Board of Directors of Feet of Colorado, Inc. on December 14, 2005.

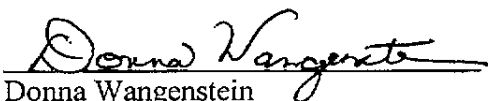
2. The merger of each of the corporations listed on Exhibit A annexed hereto with and into Feet of Colorado, Inc. is permitted by the laws of the jurisdiction of organization of Feet of Colorado, Inc., and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Feet of Colorado, Inc. was December 14, 2005.

3. Shareholder approval was not required for the merger.

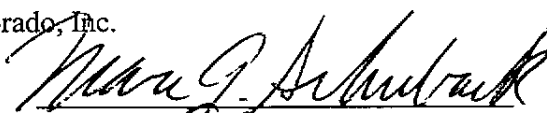
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 31, 2005.

Executed on December 14, 2005

Each of the Corporations Listed on Exhibit A Annexed Hereto

By:   
Name: Donna Wangenstein  
Capacity: Vice President

Feet of Colorado, Inc.

By:   
Name: Marc G. Schuback  
Capacity: Vice President & Assistant Secretary

## EXHIBIT A

| STORE # | CORPORATE NAME               | State | PARENT                 | CONTACT ADDRESS                       |
|---------|------------------------------|-------|------------------------|---------------------------------------|
| 209     | Florida Mall Feet, Inc.      | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 212     | Hollywood Feet, Inc.         | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 213     | Sunrise Feet, Inc.           | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 215     | Altamonte Springs Feet, Inc. | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 240     | Colonial Feet, Inc.          | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 241     | Sanford Feet, Inc.           | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 249     | Ft. Lauderdale Feet, Inc.    | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 257     | Pembroke Feet, Inc.          | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 261     | Hialeah Feet, Inc.           | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 291     | West Palm Feet, Inc.         | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 292     | Aventura Feet, Inc.          | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 295     | Daytona Beach Feet, Inc.     | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 348     | Ft. Myers Feet, Inc.         | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |
| 357     | Miami Feet, Inc.             | FL    | Feet of Colorado, Inc. | 933 Macarthur Blvd., Mahwah, NJ 07430 |

12/12/2005

## PLAN OF MERGER

1. Feet of Colorado, Inc., which is a business corporation of the State of Colorado and is the parent corporation and the owner of all of the outstanding shares of each of the corporations listed on Exhibit A annexed hereto, each of which is a business corporation of the State of Florida and each of which is a subsidiary corporation, hereby merges each of the corporations listed on Exhibit A annexed hereto into Feet of Colorado, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Feet of Colorado, Inc.
2. The separate existence of each of the corporations listed on Exhibit A annexed hereto shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Feet of Colorado, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of each of the corporations listed on Exhibit A annexed hereto shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Feet of Colorado, Inc. 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.

## EXHIBIT A

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