

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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**\*RE-SUBMIT\***

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**MERGER OR SHARE EXCHANGE  
CLAIRE'S STORES, INC.**

Certificate of Status	0
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CC  
merger  
@ 3/8/11

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Claire's Stores, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Rebecca R. Orand  
Contact Person

Claire's Stores, Inc.  
Firm/Company

3 S.W. 129th Avenue  
Address

Pembroke Pines, FL 33027  
City/State and Zip Code

rebecca.orand@claires.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey Letalien At ( 212 ) 309-6763  
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314



March 7, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CLAIRE'S STORES, INC.  
ACT CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION, FL 33324

SUBJECT: CLAIRE'S STORES, INC.  
REF: P00000041617

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H11000058363  
Letter Number: 911A00005481

RECEIVED

11 MAR -8 AM 8:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Claire's Stores, Inc.	Florida	P00000041617

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Claire's Escrow Corporation	Delaware	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 03 / 04 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 02/14/2011 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 02/14/2011 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 MAR -4 PM 2:01

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director \_\_\_\_\_

Typed or Printed Name of Individual & Title

**Claire's Stores, Inc.**

Rebecca R. Orand

**Senior Vice President and Secretary**

Claire's Escrow Corporation

Rebecca R. Orand

**Senior Vice President and Secretary**

## **PLAN OF MERGER**

***(Non Subsidiaries)***

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

\_\_\_\_\_

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

*Other provisions relating to the merger are as follows:*

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

### Jurisdiction

**Claire's Stores, Inc.**

## Florida

The name and jurisdiction of each subsidiary corporation:

### Jurisdiction

**Claire's Escrow Corporation**

## Delaware

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At 1:00 p.m. EST on March 4, 2011 (the "Effective Time"), each share of common stock, par value \$0.01 per share, of Claire's Escrow Corporation issued and outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any action by the holders thereof, be cancelled and cease to exist. Each outstanding share of common stock, par value \$0.001 per share of Claire's Stores, Inc. issued and outstanding immediately prior to the Effective Time shall be unaffected by the merger and shall remain outstanding as a share of common stock of Claire's Stores, Inc. At the Effective Time, any rights to acquire shares or other securities or interests of Claire's Escrow Corporation, by virtue of the merger and without any action by the holders thereof, shall be cancelled and cease to exist. Any rights to acquire shares or other securities or interests of Claire's Stores, Inc. shall be unaffected by the merger and shall remain outstanding as rights to acquire such shares or other securities or interests of Claire's Stores, Inc.

*(Attach additional sheets if necessary)*



If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The Plan of Merger was approved by the respective Boards of Directors of Claire's Stores, Inc., a Florida corporation, and Claire's Escrow Corporation, a Delaware corporation. Claire's Stores, Inc. owns all of the capital stock of Claire's Escrow Corporation. The Amended and Restated Articles of Incorporation of Claire's Stores, Inc. in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation of Claire's Stores, Inc. as of the Effective Time. The Amended and Restated By-Laws of Claire's Stores, Inc. in effect immediately prior to the Effective Time shall continue to be the By-Laws of Claire's Stores, Inc. as of the Effective Time. The Board of Directors of Claire's Stores, Inc. immediately prior to the Effective Time shall continue to serve as the Board of Directors of Claire's Stores, Inc. as of the Effective Time. Claire's Escrow Corporation shall cease to exist as of the Effective Time. Claire's Stores, Inc. shall succeed to all of the rights, privileges, powers and franchises, as well as all of the debts, liabilities and duties of Claire's Escrow Corporation. Claire's Stores, Inc. shall file this Plan of Merger and the Articles of Merger with the Florida Department of State, Division of Corporations and the Certificate of Merger of Domestic Corporation into Foreign Corporation with the Delaware Secretary of State immediately prior to the Effective Time.