

**FD/1000/06397**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000306687 3)))



H070003066873ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED  
2007 DEC 27 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Division of Corporations  
Fax Number : (850) 617-6380  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

FILED  
2007 DEC 27 AM 10:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**HARVARD RETAIL CORP.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

*MERGER*  
*[Signature]*

Electronic Filing Menu

Corporate Filing Menu

Help

*12-28-07*

12/27/2007 2:06 PM

5

H07000306687

FILED

2007 DEC 27 AM 10:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
HARVARD NECKWEAR CORPORATION, a Florida Corporation,  
into  
HARVARD RETAIL CORP., a Florida Corporation**

These Articles of Merger are between Harvard Neckwear Corporation, a Florida corporation and Harvard Retail Corp., a Florida corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (hereinafter referred to as the "Act"), Harvard Neckwear Corporation and Harvard Retail Corp. adopt the following *Articles of Merger*:

1. The Agreement and Plan of Merger dated the 26<sup>th</sup> day of December 2007 (hereinafter referred to as the "Plan of Merger" between Harvard Neckwear Corporation and Harvard Retail Corp. was approved and adopted by the shareholders of Harvard Neckwear Corporation on the 26<sup>th</sup> day of December 2007 and was adopted by the shareholders of Harvard Retail Corp. Corporation on the 26<sup>th</sup> day of December 2007.
2. Under the Plan of Merger, all issued and outstanding shares of Harvard Neckwear Corporation's stock will be acquired by means of a merger of Harvard Neckwear Corporation into Harvard Retail Corp. with Harvard Retail Corp. the surviving corporation (hereinafter referred to as the "Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the 1<sup>st</sup> day of January 2008.

[Intentionally Left Blank]

[Signatures Appear on the Following Page]

H07000306687

In Witness Whereof, the parties have set their hands on this 26<sup>th</sup> day of December 2007.

ATTEST:

HARVARD RETAIL CORP,  
a Florida corporation

By: 

By:   
Henry Leade, President

(Corporate Seal)

ATTEST:

HARVARD NECKWEAR CORPORATION,  
a Florida corporation

By: 

By:   
Henry Leade, President

(Corporate Seal)

## PLAN OF MERGER

A Merger is contemplated between **Harvard Retail Corp.**, a Florida corporation with its principal offices located at 2637 North Miami Avenue, Miami, Florida (hereinafter referred to as the "Surviving Corp.") and **Harvard Neckwear Corporation**, a Florida corporation with its principal offices located at 2637 North Miami Avenue, Miami, Florida (hereinafter referred to as the "Disappearing Corp."). The Surviving Corp. and the Disappearing Corp. may be collectively referred to as the "Constituent Corporations." The Merger is being effected under this *Plan of Merger* (hereinafter referred to as the "Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (hereinafter referred to as the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (hereinafter referred to as the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall, without more, be delivered to the Surviving Corp., in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. Former holders of Disappearing Corp. stock who would be entitled to receive fractional shares of Surviving Corp.'s stock on the Effective Date shall receive cash in an amount determined to represent the proportionate book value of the fractional share as of the Effective Date.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act,

H07000306687

the Articles of Merger shall specify the "Effective Date," which shall be January 1, 2008.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

H07000306687