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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 DEC 14 PM 12:31 15 DEC 14 PM 4:43

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DEPARTMENT OF STATE

Merger

DEC 15 2015

D CONNELL

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 910555 4720431
AUTHORIZATION : 
COST LIMIT : \$70.00

ORDER DATE : December 14, 2015
ORDER TIME : 2:34 PM
ORDER NO. : 910555-005
CUSTOMER NO: 4720431

ARTICLES OF MERGER

CATHERINES #5343, INC.

INTO

CATHERINES #5147, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender - EXT. 62956

EXAMINER'S INITIALS: _____

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)
<u>Catherines #5147, Inc.</u>	<u>Florida</u>	<u>P02000105636</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Catherines #5343, Inc.</u>	<u>Rhode Island</u>	<u>N/A</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 12 / 26 / 15 (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 October 25, 2015.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 October 25, 2015.

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

(Attach additional sheets if necessary)

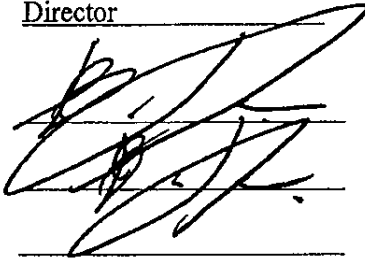
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Catherines #5147, Inc.



Colin D. Stern, Vice President

Catherines #5343, Inc.

Colin D. Stern, Vice President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of October 26, 2015, by and between or among the entities set forth in Section 8 hereof.

In consideration of the premises and mutual covenants and agreements herein made, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Pursuant to provisions of the laws of their respective jurisdictions of incorporation or formation, as applicable (the "Applicable Laws"), each entity identified in Section 8 as a Constituent Company (each, a "Constituent Company") shall be merged with and into the entity identified in Section 8 as the Surviving Company (the "Surviving Company"). The separate existence of each Constituent Company shall cease upon the effective date of the merger in accordance with the provisions of the Applicable Laws.

2. The effective time of the merger shall be 5:00 PM on December 26, 2015.

3. The governing documents of the Surviving Company upon the effective time of the merger shall be the governing documents of the surviving entity, which shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Applicable Laws of the Surviving Company.

4. At the effective time of the merger, all equity interests of each Constituent Company shall be cancelled for no consideration. The issued and outstanding equity interests of the Surviving Company shall not be converted, exchanged or modified in any manner as a result of the merger, but each said equity interest that is outstanding as of the effective time of the merger shall continue to be outstanding.

5. At the effective time of the merger, the Surviving Company shall assume all the liabilities of each Constituent Company.

6. Each of the parties hereto agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Applicable Laws and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Each officer of any Constituent Company and each officer of the Surviving Company are hereby authorized to execute Articles and Certificates of Merger upon and on behalf of such Constituent Company and Surviving Company, respectively, in conformity with the applicable provisions of the Applicable Laws and their respective organizational documents; and the Board of Directors or Board of Managers, as applicable, and the proper officers of each Constituent Company and the Board of Directors or Board of Managers, as applicable, and the proper officers of the Surviving Company, respectively, 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 that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provision of this Agreement and Plan of Merger or of the merger herein provided for.

8. (a) The Constituent Companies, for purposes of this Agreement and their jurisdictions of incorporation or organization are as follows:

Corporation	Jurisdiction
Catherines #5343, Inc.	Rhode Island

(b) The Surviving Company, for purposes of this Agreement and its jurisdiction of incorporation or organization is as follows:

Corporation	Jurisdiction
Catherines #5147, Inc.	Florida

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by an authorized person as of the date first above written.

Catherines #5343, Inc.

By: 

Name: Colin D. Stern

Title: Vice President

Catherines #5147, Inc.

By: 

Name: Kirk R. Simme

Title: Senior Vice President

(Corporate/Legal/Shared/Corporate/2013Company/Restructuring//Merger Agreement Cath #5147, Inc. RI corps 12-26-15.docx)