

P02000106612

(Requestor's Name)

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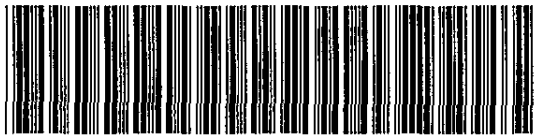
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 760139 5039704
AUTHORIZATION : *Darlene Ward*
COST LIMIT : \$ 245.00

ORDER DATE : December 15, 2005
ORDER TIME : 10:23 AM
ORDER NO. : 760139-035
CUSTOMER NO: 5039704

ARTICLES OF MERGER

SEE EXHIBIT A

INTO

LFD II, 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: _____

12/31/05

ARTICLES OF MERGER

FILED

OF

05 DEC 19 PM 12:42

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

AND

LFD II, 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 LFD II, INC. as approved by the Board of Directors of each of the corporations listed on Exhibit A annexed hereto on December 9, 2005, and approved by the Board of Directors of LFD II, INC. on December 9, 2005.

2. The merger of each of the corporations listed on Exhibit A annexed hereto with and into LFD II, INC. is permitted by the laws of the jurisdiction of organization of LFD II, 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 LFD II, INC. was December 9, 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 12, 2005

Each of the Corporations Listed on Exhibit A Annexed Hereto

By: Karolyn Ippolito
Name: Karolyn Ippolito
Capacity: Vice President

LFD II, INC. Marc G. Schuback
By: Marc G. Schuback
Name: Marc G. Schuback
Capacity: Vice President & Assistant Secretary

EXHIBIT A

STORE #	CORPORATE NAME	State	PARENT	CONTACT ADDRESS
3049	MELDISCO - BUR 7303 DADELAND MALL, FL., INC.	FL	LFD II, INC.	933 Macarthur Blvd., Mahwah, NJ 07430
3050	MELDISCO - BUR 1777 WEST 49TH ST., FL., INC.	FL	LFD II, INC.	933 Macarthur Blvd., Mahwah, NJ 07430
3051	MELDISCO - BUR 1245 NW 107TH AVE., FL., INC.	FL	LFD II, INC.	933 Macarthur Blvd., Mahwah, NJ 07430
3052	MELDISCO - BUR 4125 CLEVELAND AVE., FL., INC.	FL	LFD II, INC.	933 Macarthur Blvd., Mahwah, NJ 07430
3054	MELDISCO - MCE 4298 MILLENIA BLVD., FL., INC.	FL	LFD II, INC.	933 Macarthur Blvd., Mahwah, NJ 07430
3067	MELDISCO - BUR 9129 WEST ATLANTIC BLVD., FL., INC.	FL	LFD II, INC.	933 Macarthur Blvd., Mahwah, NJ 07430

PLAN OF MERGER

1. LFD II, INC., which is a business corporation of the State of New York 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 a subsidiary corporation, hereby merges each of the corporations listed on Exhibit A annexed hereto into LFD II, 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 LFD II, 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 LFD II, 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 LFD II, 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.

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12/14/2005