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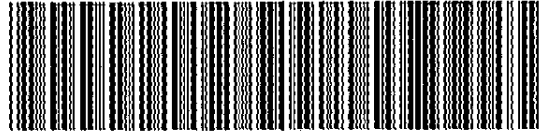
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**SABRINA CHASSAGNE, P.A.**  
ATTORNEY AND COUNSELOR AT LAW  
THE WHITE BUILDING  
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ONE N.E. 2ND AVENUE  
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December 29, 2005

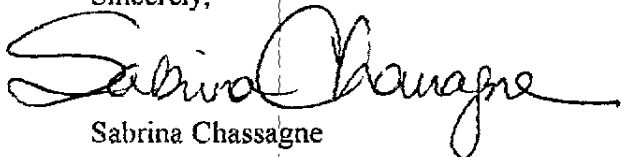
Florida Department of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Filing of Articles of Merger  
Select Apparel Corp.

To Whom It May Concern:

Please file the attached Articles of Merger and Plan of Merger and return two certified copies to the above address. My check for \$87.50 is attached.

Sincerely,

  
Sabrina Chassagne

**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.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Select Apparel Corp.	Florida	P05000096744

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Select Apparel Corp.	New York	n/a

3. The Plan of Merger is attached.


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


5. The Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 23, 2005 and shareholder approval was not required.

6. The Plan of Merger was adopted by the Board of Directors of the merging corporation on December 23, 2005 and shareholder approval was not required.

7. **SIGNATURES FOR EACH CORPORATION**

Name of Corporation	Signature of Officer or Director	Name of Individual & Title
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Select Apparel Corp. (New York)		Robert Bomzer, President
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Select Apparel Corp. (FLORIDA)		Robert Bomzer, President
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TALLAHASSEE, FLORIDA

## PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan"), entered into this 23<sup>rd</sup> day of December, 2005, by and among Select Apparel Corp., a New York corporation ("Select Apparel New York") and Select Apparel Corp., a Florida corporation ("Select Apparel Florida").

## RECITALS

- A. Select Apparel New York is a corporation organized and existing under the laws of the State of New York and has an authorized capital stock consisting of 200 common shares, par value \$0.00 per share, of which 50 common shares are issued and outstanding as of December 23, 2005.
- B. Select Apparel Florida is a corporation organized and existing under the laws of the State of Florida and has an authorized capital stock consisting of 100 common shares, par value \$0.00 per share. No shares have been issued.
- C. The respective boards of directors of Select Apparel New York and Select Apparel Florida have each approved this Plan providing for the merger of Select Apparel New York with and into Select Apparel Florida, with Select Apparel Florida as the surviving corporation as authorized by the statutes of the State of Florida.
- D. Robert Bomzer, President of both Select Apparel New York and Select Apparel Florida, owns all the issued and outstanding voting securities of Select Apparel New York.

## AGREEMENT

In consideration of the representations, warranties, covenants, and agreements herein contained, which are given by each Party to the other Parties in order to induce them to enter into this Plan, and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Parties hereto, intending to be legally bound hereby, agree as follows:

## ARTICLE I

### MERGER AND NAME OF SURVIVING CORPORATION

On or before or as of the Effective Date, Select Apparel New York shall merge into Select Apparel Florida.

## ARTICLE II

## TERMS AND CONDITIONS OF MERGER

The terms and conditions of the Merger are (in addition to those set forth elsewhere in this Plan) as follows:

- (a) On the Effective date of the Merger:
  - (1) Select Apparel New York shall be merged into Select Apparel Florida, to form a single corporation and Select Apparel Florida shall be the surviving corporation.
  - (2) The separate existence of Select Apparel New York shall cease.
  - (3) Select Apparel Florida shall possess, and be owner of, all of the rights, privileges, powers, franchises, patents, trademarks, licenses, and other assets and accounts receivable of every kind and description of Select Apparel New York, and Select Apparel Florida shall be subject to all the restrictions, disabilities, and duties of Select Apparel New York with respect thereto; and all property, real, personal and mixed, and all debts and obligations due to Select Apparel New York on whatever account shall be vested in Select Apparel Florida; and all rights of creditors and all liens upon any property of Select Apparel New York shall be preserved unimpaired; and all debts, liabilities, duties, and obligations of Select Apparel New York shall henceforth attach to Select Apparel Florida, and may be enforced against Select Apparel Florida to the same extent as if said debts, liabilities, duties, and obligations have been incurred or contracted by Select Apparel Florida;
  - (4) The assets and liabilities of Select Apparel New York and Select Apparel Florida shall be recorded on the books of Select Apparel Florida at the amounts at which they are carried at that time on the respective books of Select Apparel New York and Select Apparel Florida.
- (b) On the Effective Date of the Merger, the existing Articles of Incorporation of Select Apparel Florida shall become the Articles of Incorporation of the surviving corporation.
- (c) On the Effective Date of the Merger, the existing Bylaws of Select Apparel Florida shall become the Bylaws of the surviving corporation.
- (d) On the Effective Date of the Merger, the existing Board of Directors of Select Apparel Florida shall become the Board of Directors of the surviving corporation.

- (e) On the Effective Date of the Merger, the existing Officers of Select Apparel Florida shall become the Officers of the surviving corporation.
- (f) If on the Effective Date of the Merger, a vacancy shall exist in the Board of Directors or in any of the offices of Select Apparel Florida, such vacancy shall be filled in the manner provided in the Bylaws of Select Apparel Florida.
- (g) On the Effective Date of the Merger, the Officers and Directors of Select Apparel New York shall resign their positions.
- (h) If, at any time after the Effective Date, Select Apparel Florida shall consider or be advised that any further assignments, assurances or any other acts are necessary or desirable (A) to vest, perfect or confirm, of record or otherwise, in Select Apparel Florida, title to and possession of any property or right of Select Apparel New York acquired or to be acquired by reason of, or in connection with, this Merger, or (B) otherwise to carry out the purposes of this Merger, Select Apparel New York and its officers and directors shall be deemed to have granted to Select Apparel Florida an irrevocable power of attorney to execute and deliver all such proper deeds, assignments, and assurances in law, and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such property or rights in Select Apparel Florida or otherwise to carry out the purposes of this Merger; and the proper officers and directors of Select Apparel Florida are fully authorized in the name of Select Apparel New York otherwise to take any and all such action(s);

### ARTICLE III

#### MANNER AND BASIS OF CONVERTING SHARES

The manner and basis of converting shares of Select Apparel New York and Select Apparel Florida and the mode of carrying the Merger into effect are as follows:

- (a) Each share of Common Stock of Select Apparel New York outstanding on the Effective Date of the Merger shall, without any action on the part of the holder, be converted into one fully paid and non assessable share of Common Stock of Select Apparel Florida which shall, on such conversion, be validly issued and outstanding, fully paid, and non assessable, and shall not be liable to any further call, nor shall the holder be liable for any further payments with respect to it.
- (b) Until surrendered and exchanged as herein provided, each outstanding certificate which, prior to the Effective Date, represented a Select Apparel New York security, shall be deemed for all corporate purposes to

...  
evidence ownership of the appropriate number of securities of Select Apparel Florida into which Select Apparel New York security shall have been so converted;

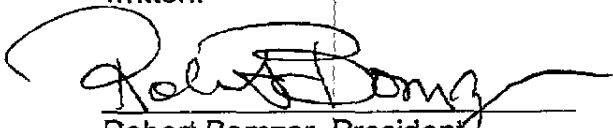
- (c) If any certificate representing a Select Apparel Florida security is to be issued in a name other than that in which the certificate surrendered is registered, it shall be a condition of such issuance that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such issuance shall either pay to Select Apparel Florida or its transfer agent any transfer or other taxes required by reason of the issuance of certificates representing a Select Apparel Florida security in a name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of Select Apparel Florida or its transfer agent that such tax has been paid or is not applicable.

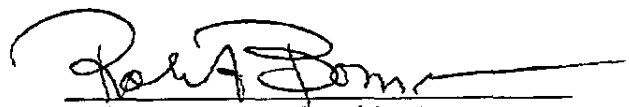
#### ARTICLE IV

##### APPROVAL AND EFFECTIVE DATE OF THE MERGER; MISCELLANEOUS MATTERS

1. The merger shall become effective ("Effective Date") on the day set forth in the Articles of Merger to be filed with the Secretary of the State of Florida by the Parties as soon as practicable after the date this Plan is signed.
2. This Plan shall be governed by and construed in accordance with the laws of the State of Florida.
3. This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties.

In witness whereof, the Presidents of Select Apparel New York and Select Apparel Florida have caused this Plan to be executed, all as of the date first above written.

  
Robert Bomzer, President  
Select Apparel Corp.,  
a New York corporation

  
Robert Bomzer, President  
Select Apparel Corp.,  
a Florida corporation