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Subject: 000173.61363.2

From: Rocky Soto

Wednesday, December 13, 2006 2:07 PM Page: 1 of 5

PD060000150856

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MERGER OR SHARE EXCHANGE

TOWN & COUNTRY APPAREL, INC.

Certificate of Status	0
Certified Copy	1
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Merger/cc @ 12.14.06

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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>Town & Country Apparel, Inc.</u>	<u>Florida</u>	<u>P06000150856</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Town & Country Apparel Company</u>	<u>Minnesota</u>	<u>MN #8E-519, not qualified in FL</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 / / (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 December 13, 2006

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 December 13, 2006

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)

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**PLAN AND AGREEMENT OF MERGER
MERGING
TOWN & COUNTRY APPAREL COMPANY
(a Minnesota corporation)
INTO
TOWN & COUNTRY APPAREL, INC.
(a Florida corporation)**

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This Plan of Merger, dated as of December 13, 2006, is made and entered into by and between Town & Country Apparel, Inc., a Florida corporation (the "Surviving Corporation"), and Town & Country Apparel Company, a Minnesota corporation (the "Merged Corporation").

WITNESSETH:

WHEREAS, the Board of Directors and shareholders of each of said corporations deem it advisable for their corporation to enter into this Plan of Merger pursuant to Sections 302A.601, et. seq., of the Minnesota Business Corporation Act and Sections 607.1101 et seq. of the Florida Business Corporation Act.

NOW, THEREFORE, it is hereby agreed by and between the parties that effective December 13, 2006 (the "Effective Date"), the Merged Corporation shall be merged into the Surviving Corporation according to the following terms and conditions:

1. Effective as of the Effective Date, the Merged Corporation is hereby merged into the Surviving Corporation, and the name of the continuing corporation shall be Town & Country Apparel, Inc.
2. Upon the Effective Date, by virtue of the merger each share of the issued and outstanding stock of the Merged Corporation shall be converted into one share of stock of the Surviving Corporation with identical designations, preferences, limitations and relative rights. As of the Effective Date, by virtue of the Merger, each share of stock of the Surviving Corporation outstanding immediately prior thereto shall be cancelled and returned to the status of authorized but unissued shares.
3. Upon the Effective Date, the merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act and Section 302A.641 of the Minnesota Business Corporation Act.
4. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue and remain in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the merger.

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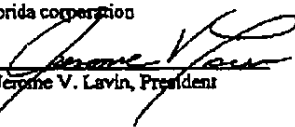
5. The Officers and Directors of the Surviving Corporation immediately prior to the Effective Date shall continue to be the Officers and Directors of the Surviving Corporation immediately after the merger, and until the next election of the Board of Directors and officers of the Surviving Corporation, as required by the Surviving Corporation's Articles of Incorporation and Bylaws.

6. This Plan and Agreement of Merger may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all such counterparts shall constitute one and the same Plan and Agreement of Merger.

7. This Agreement shall be governed by the laws of the State of Minnesota excluding the conflicts of law provisions thereof.

IN WITNESS WHEREOF, each of the parties hereto have executed this Plan and Agreement of Merger the day and year first above mentioned.

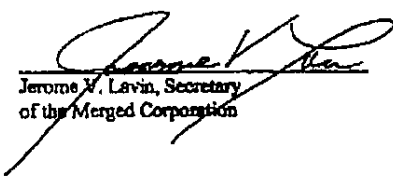
TOWN & COUNTRY APPAREL, INC.
a Florida corporation

By 
Jerome V. Lavin, President

TOWN & COUNTRY APPAREL COMPANY
a Minnesota corporation

By 
Jerome V. Lavin, President

This Agreement has been approved and adopted by all of the shareholders holding the outstanding stock of the Merged Corporation entitled to vote thereon.


Jerome V. Lavin, Secretary
of the Merged Corporation

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