

PD8000104604

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

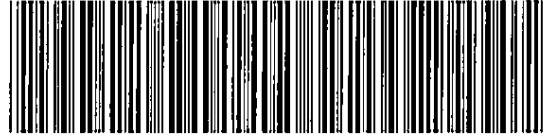
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100306963701

DEC 26 2017
McNAIR

17 DEC 22 PM 4:26

2017 DEC 22 PM 4:50

File First

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

ACCOUNT NO. : I20000000195
REFERENCE : 979292 5031398
AUTHORIZATION : *Lyndee Coleman*
COST LIMIT : \$ 1,583.75

2017 DEC 22 PM 4:58

ORDER DATE : December 22, 2017

ORDER TIME : 2:31 PM

ORDER NO. : 979292-010

CUSTOMER NO: 5031398

ARTICLES OF MERGER

FANTATICS (VARIOUS COMPANIES)

INTO

FANTATICS RETAIL GROUP
FULFILLMENT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Emily Croft - EXT 62925

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
(Profit Corporations)

2017 DEC 22 PM 4:40

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) |
|---|---------------------|--|
| FANATICS RETAIL GROUP FULFILLMENT, INC. | Florida | P08000104604 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-------------------------|---------------------|--|
| See attached Schedule A | | |
| | | |
| | | |
| | | |
| | | |
| | | |

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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
December 22, 2017 and shareholder approval was not required.


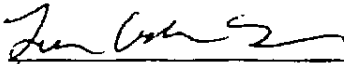
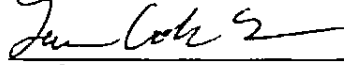
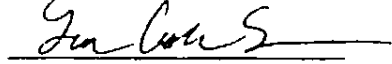
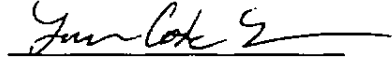
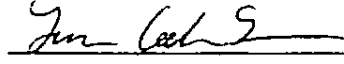
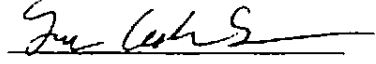


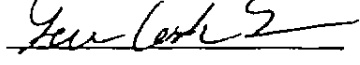
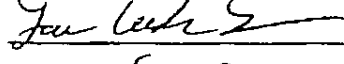
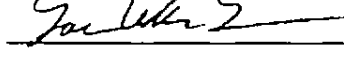
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 22, 2017.

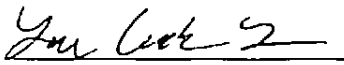

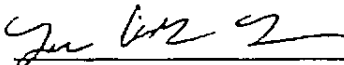
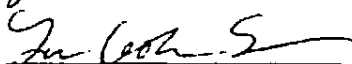
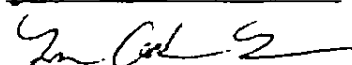
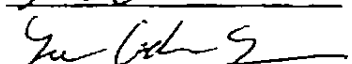
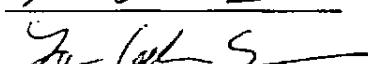
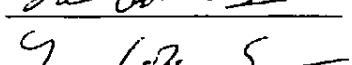
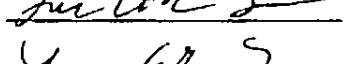
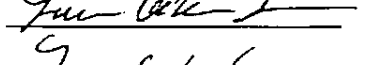
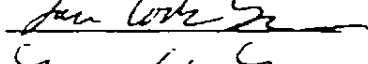
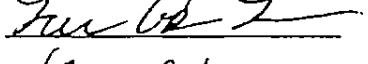
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
_____ and shareholder approval was not required.

(Attach additional sheets if necessary)


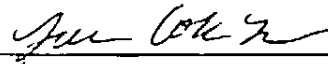

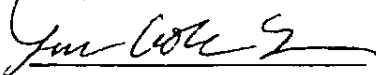


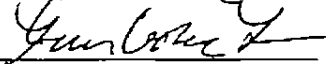

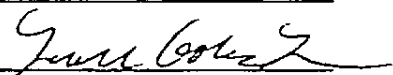
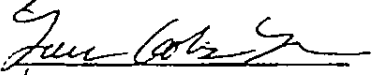
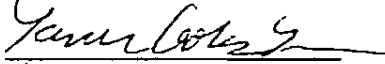
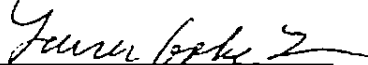
Seventh: SIGNATURES FOR EACH CORPORATION

| <u>Name of Corporation</u> | <u>Signature of an Officer or Director</u> | <u>Typed or Printed Name of Individual & Title</u> |
|--|---|--|
| Fanatics Retail Group Fulfillment, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Third-Party Partners, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Other Partners, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Alabama, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Arizona, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Arkansas, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group California, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Connecticut, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Georgia, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Idaho, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Illinois, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Indiana, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |



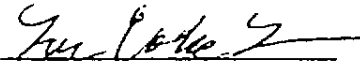

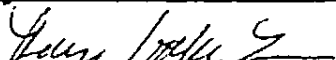
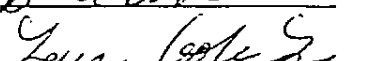
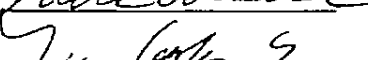
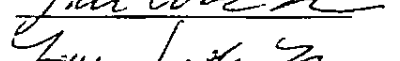
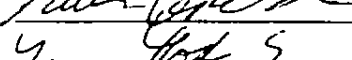
Seventh: SIGNATURES FOR EACH CORPORATION

| <u>Name of Corporation</u> | <u>Signature of an Officer or Director</u> | <u>Typed or Printed Name of Individual & Title</u> |
|---|---|--|
| Fanatics Retail Group Iowa, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Kansas, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Kentucky, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Louisiana, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Maine, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Maryland, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Massachusetts, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Michigan, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Minnesota, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Mississippi, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Missouri, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Nebraska, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |

Seventh: SIGNATURES FOR EACH CORPORATION

| <u>Name of Corporation</u> | <u>Signature of an Officer or Director</u> | <u>Typed or Printed Name of Individual & Title</u> |
|--|---|--|
| Fanatics Retail Group Nevada, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group New Jersey, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group New Mexico, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group New York, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group North Carolina, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group North Dakota, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Ohio, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Oklahoma, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Pennsylvania, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Rhode Island, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group South Carolina, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group South Dakota, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |

Seventh: SIGNATURES FOR EACH CORPORATION

| <u>Name of Corporation</u> | <u>Signature of an Officer or Director</u> | <u>Typed or Printed Name of Individual & Title</u> |
|---|--|--|
| Fanatics Retail Group Tennessee, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Texas, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Utah, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Vermont, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Virginia, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Washington, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group West Virginia, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Wisconsin, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| Fanatics Retail Group Wyoming, Inc. |  | Lauren Cooks Levitan, Treasurer and CFO |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

FANATICS RETAIL GROUP FULFILLMENT, INC.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

See attached Schedule A

Third: The terms and conditions of the merger are as follows:

See attached Exhibit A

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Exhibit B.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

Schedule A

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--|---------------------|------------------------|
| Fanatics Retail Group Third-Party Partners, Inc. | Delaware | F08000005176 |
| Fanatics Retail Group Other Partners, Inc. | Delaware | F08000005181 |
| Fanatics Retail Group Alabama, Inc. | Delaware | F11000000625 |
| Fanatics Retail Group Arizona, Inc. | Delaware | F11000000623 |
| Fanatics Retail Group Arkansas, Inc. | Delaware | F11000000621 |
| Fanatics Retail Group California, Inc. | Delaware | F08000005177 |
| Fanatics Retail Group Connecticut, Inc. | Delaware | F11000000619 |
| Fanatics Retail Group Georgia, Inc. | Delaware | F08000005178 |
| Fanatics Retail Group Idaho, Inc. | Delaware | F11000000618 |
| Fanatics Retail Group Illinois, Inc. | Delaware | F11000000617 |
| Fanatics Retail Group Indiana, Inc. | Delaware | F11000000616 |
| Fanatics Retail Group Iowa, Inc. | Delaware | F11000000615 |
| Fanatics Retail Group Kansas, Inc. | Delaware | F11000000614 |
| Fanatics Retail Group Kentucky, Inc. | Delaware | F11000000612 |
| Fanatics Retail Group Louisiana, Inc. | Delaware | F11000000611 |
| Fanatics Retail Group Maine, Inc. | Delaware | F11000000609 |
| Fanatics Retail Group Maryland, Inc. | Delaware | F11000000608 |
| Fanatics Retail Group Massachusetts, Inc. | Delaware | F11000000607 |
| Fanatics Retail Group Michigan, Inc. | Delaware | F11000000606 |
| Fanatics Retail Group Minnesota, Inc. | Delaware | F11000000605 |
| Fanatics Retail Group Mississippi, Inc. | Delaware | F11000000604 |
| Fanatics Retail Group Missouri, Inc. | Delaware | F11000000603 |
| Fanatics Retail Group Nebraska, Inc. | Delaware | F09000003498 |
| Fanatics Retail Group Nevada, Inc. | Delaware | F11000000602 |
| Fanatics Retail Group New Jersey, Inc. | Delaware | F11000000601 |
| Fanatics Retail Group New Mexico, Inc. | Delaware | F11000000600 |
| Fanatics Retail Group New York, Inc. | Delaware | F11000000599 |
| Fanatics Retail Group North Carolina, Inc. | Delaware | F11000000369 |
| Fanatics Retail Group North Dakota, Inc. | Delaware | F11000000598 |
| Fanatics Retail Group Ohio, Inc. | Delaware | F08000005179 |
| Fanatics Retail Group Oklahoma, Inc. | Delaware | F09000003501 |
| Fanatics Retail Group Pennsylvania, Inc. | Delaware | F11000000597 |
| Fanatics Retail Group Rhode Island, Inc. | Delaware | F11000000596 |
| Fanatics Retail Group South Carolina, Inc. | Delaware | F11000000595 |
| Fanatics Retail Group South Dakota, Inc. | Delaware | F11000000594 |
| Fanatics Retail Group Tennessee, Inc. | Delaware | F11000000592 |
| Fanatics Retail Group Texas, Inc. | Delaware | F11000000591 |
| Fanatics Retail Group Utah, Inc. | Delaware | F11000000589 |
| Fanatics Retail Group Vermont, Inc. | Delaware | F11000000588 |
| Fanatics Retail Group Virginia, Inc. | Delaware | F11000000587 |

| | | |
|---|----------|--------------|
| Fanatics Retail Group Washington, Inc. | Delaware | F11000000586 |
| Fanatics Retail Group West Virginia, Inc. | Delaware | F11000000585 |
| Fanatics Retail Group Wisconsin, Inc. | Delaware | F11000000584 |
| Fanatics Retail Group Wyoming, Inc. | Delaware | F11000000583 |

Exhibit A

(See attached)

AGREEMENT AND PLAN OF MERGER

OF

THE PARTIES NAMED HEREIN

WITH AND INTO

FANATICS RETAIL GROUP FULFILLMENT, INC.

AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"), dated as of December 22, 2017 by and among each of the entities listed on Schedule A, each a corporation organized and existing under the laws of the State of Delaware (collectively, the "Affiliates"), and Fanatics Retail Group Fulfillment, Inc., a corporation organized and existing under the laws of the State of Florida ("Fulfillment"), with reference to the following recitals:

WHEREAS, Fanatics Retail Group South, Inc., a corporation organized and existing under the laws of the State of Florida, holds all of the issued and outstanding shares of capital stock of (i) the Affiliates (the "Affiliates' Capital Stock") and (ii) Fulfillment (the "Fulfillment Capital Stock"); and

WHEREAS, the Boards of Directors of each of the Affiliates and Fulfillment have adopted resolutions approving this Agreement and Plan of Merger in accordance with the General Corporation Law of the State of Delaware (the "DGCL") and the Florida Business Corporation Act, as amended (the "FBCA").

NOW, THEREFORE, the parties hereto, in consideration of the covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. The Affiliates and Fulfillment (such corporate parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Corporations") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan of Merger.

2. Merger; Service of Process. At the Effective Time (as defined below), the Affiliates shall be merged with and into Fulfillment, which shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation." The Surviving Corporation, which shall continue to be governed by the laws of the State of Florida, hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Affiliates, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger. A copy of such process shall be mailed by the Secretary of the State of the State of Delaware to the Surviving Corporation c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808.

3. Filing and Effective Time. A Certificate of Merger to be filed with the Secretary of State of the State of Delaware in accordance with the provisions of the DGCL, shall be delivered to the appropriate Delaware state officials for filing, and Articles of Merger to be filed with the Secretary of State of the State of Florida in accordance with the provisions of the FBCA, shall be delivered to the appropriate Florida state officials for filing. The Merger shall become effective upon the later of such filings or at such later time on the date hereof as may be specified in the filings (the "Effective Time").

4. Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of Fulfillment shall be and thereafter remain the Certificate of Incorporation of the Surviving Corporation, until amended in accordance with applicable law.

5. Bylaws. At the Effective Time, the Bylaws of Fulfillment shall be and thereafter remain the Bylaws of the Surviving Corporation until altered, amended or repealed in the manner therein provided in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

6. Directors and Officers. At the Effective Time, the directors and the officers of Fulfillment shall be the directors and the officers of the Surviving Corporation; each such director and officer shall hold office until his or her resignation or removal, in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. Effect of Merger. At the Effective Time, the Merger shall have the effects set forth in the DGCL and the FBCA.

8. Further Assurances. Each of the Constituent Corporations shall use its best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Plan of Merger. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Affiliates acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, the Affiliates and their officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such 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 rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger; and the officers and directors of the Surviving Corporation are fully authorized in the name of the Affiliates or otherwise to take any and all such action.

9. Capital Stock. At the Effective Time, each share of the Affiliates' Capital Stock, issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and cease to exist. At the Effective Time, each issued and outstanding share of Fulfillment Capital Stock shall continue to be issued and outstanding and shall represent shares of stock of the Surviving Corporation.

10. Amendment or Termination. Notwithstanding stockholder approval of this Plan of Merger, this Plan of Merger may be amended or terminated at any time on or before the Effective Time by agreement of the Boards of Directors of the Constituent Corporations.

11. Counterparts. This Plan of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

FANATICS RETAIL GROUP FULFILLMENT, INC.

By: 
Name: Lauren Cook Levitan
Title: Chief Financial Officer and Treasurer

FANATICS RETAIL GROUP THIRD-PARTY PARTNERS, INC.
FANATICS RETAIL GROUP OTHER PARTNERS, INC.
FANATICS RETAIL GROUP ALABAMA, INC.
FANATICS RETAIL GROUP ARIZONA, INC.
FANATICS RETAIL GROUP ARKANSAS, INC.
FANATICS RETAIL GROUP CALIFORNIA, INC.
FANATICS RETAIL GROUP CONNECTICUT, INC.
FANATICS RETAIL GROUP GEORGIA, INC.
FANATICS RETAIL GROUP IDAHO, INC.
FANATICS RETAIL GROUP ILLINOIS, INC.
FANATICS RETAIL GROUP INDIANA, INC.
FANATICS RETAIL GROUP IOWA, INC.
FANATICS RETAIL GROUP KANSAS, INC.
FANATICS RETAIL GROUP KENTUCKY, INC.
FANATICS RETAIL GROUP LOUISIANA, INC.
FANATICS RETAIL GROUP MAINE, INC.
FANATICS RETAIL GROUP MARYLAND, INC.
FANATICS RETAIL GROUP MASSACHUSETTS, INC.
FANATICS RETAIL GROUP MICHIGAN, INC.
FANATICS RETAIL GROUP MINNESOTA, INC.
FANATICS RETAIL GROUP MISSISSIPPI, INC.
FANATICS RETAIL GROUP MISSOURI, INC.
FANATICS RETAIL GROUP NEBRASKA, INC.
FANATICS RETAIL GROUP NEVADA, INC.
FANATICS RETAIL GROUP NEW JERSEY, INC.
FANATICS RETAIL GROUP NEW MEXICO, INC.
FANATICS RETAIL GROUP NEW YORK, INC.
FANATICS RETAIL GROUP NORTH CAROLINA, INC.
FANATICS RETAIL GROUP NORTH DAKOTA, INC.
FANATICS RETAIL GROUP OHIO, INC.
FANATICS RETAIL GROUP OKLAHOMA, INC.
FANATICS RETAIL GROUP PENNSYLVANIA, INC.
FANATICS RETAIL GROUP RHODE ISLAND, INC.
FANATICS RETAIL GROUP SOUTH CAROLINA, INC.
FANATICS RETAIL GROUP SOUTH DAKOTA, INC.
FANATICS RETAIL GROUP TENNESSEE, INC.
FANATICS RETAIL GROUP TEXAS, INC.
FANATICS RETAIL GROUP UTAH, INC.
FANATICS RETAIL GROUP VERMONT, INC.
FANATICS RETAIL GROUP VIRGINIA, INC.
FANATICS RETAIL GROUP WASHINGTON, INC.
FANATICS RETAIL GROUP WEST VIRGINIA, INC.
FANATICS RETAIL GROUP WISCONSIN, INC.
FANATICS RETAIL GROUP WYOMING, INC.

By: 
Name: Lauren Cooks Levitan
Title: Chief Financial Officer and Treasurer

Schedule A

Fanatics Retail Group Third-Party Partners, Inc.

Fanatics Retail Group Other Partners, Inc.

Fanatics Retail Group Alabama, Inc.

Fanatics Retail Group Arizona, Inc.

Fanatics Retail Group Arkansas, Inc.

Fanatics Retail Group California, Inc.

Fanatics Retail Group Connecticut, Inc.

Fanatics Retail Group Georgia, Inc.

Fanatics Retail Group Idaho, Inc.

Fanatics Retail Group Illinois, Inc.

Fanatics Retail Group Indiana, Inc.

Fanatics Retail Group Iowa, Inc.

Fanatics Retail Group Kansas, Inc.

Fanatics Retail Group Kentucky, Inc.

Fanatics Retail Group Louisiana, Inc.

Fanatics Retail Group Maine, Inc.

Fanatics Retail Group Maryland, Inc.

Fanatics Retail Group Massachusetts, Inc.

Fanatics Retail Group Michigan, Inc.

Fanatics Retail Group Minnesota, Inc.

Fanatics Retail Group Mississippi, Inc.

Fanatics Retail Group Missouri, Inc.

Fanatics Retail Group Nebraska, Inc.

Fanatics Retail Group Nevada, Inc.

Fanatics Retail Group New Jersey, Inc.

Fanatics Retail Group New Mexico, Inc.

Fanatics Retail Group New York, Inc.

Fanatics Retail Group North Carolina, Inc.

Fanatics Retail Group North Dakota, Inc.

Fanatics Retail Group Ohio, Inc.

Fanatics Retail Group Oklahoma, Inc.

Fanatics Retail Group Pennsylvania, Inc.

Fanatics Retail Group Rhode Island, Inc.

Fanatics Retail Group South Carolina, Inc.

Fanatics Retail Group South Dakota, Inc.

Fanatics Retail Group Tennessee, Inc.

Fanatics Retail Group Texas, Inc.

Fanatics Retail Group Utah, Inc.

Fanatics Retail Group Vermont, Inc.

Fanatics Retail Group Virginia, Inc.

Fanatics Retail Group Washington, Inc.

Fanatics Retail Group West Virginia, Inc.

Fanatics Retail Group Wisconsin, Inc.

Fanatics Retail Group Wyoming, Inc.

Exhibit B

At the time of effectiveness of the mergers, each share of common stock of each entity listed on Schedule A attached hereto issued and outstanding immediately prior to the time of effectiveness of the mergers, by virtue of the mergers and without any action on the part of the holder thereof, shall be canceled and cease to exist. At the time of effectiveness of the mergers, each issued and outstanding share of Fanatics Retail Group Fulfillment, Inc. common stock shall continue to be issued and outstanding and shall represent shares of stock of the surviving corporation.