

P11000026442

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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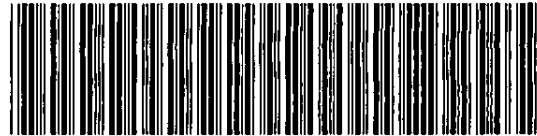
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
DEPARTMENT OF STATE
13 MAY 22 AM 10:42

FILED
13 MAY 22 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
MAY 22 2013

R. WHITE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 658622 7848732

AUTHORIZATION :

COST LIMIT : \$ 70.00

[Handwritten signature]

ORDER DATE : May 21, 2013

ORDER TIME : 5:18 PM

ORDER NO. : 658622-010

CUSTOMER NO: 7848732

ARTICLES OF MERGER

DREAMS RETAIL PRODUCTS,
INC.

INTO

FANATICS LEGACY HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fanatics Legacy Holdings, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Donna L. Crabill

Contact Person

Kynetic, LLC

Firm/Company

225 Washington Street, 3rd Floor

Address

Conshohocken, PA 19428

City/State and Zip Code

donna@kynetic.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donna Crabill

Name of Contact Person

At (484)

534-8103

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

FILED

13 MAY 22 AM 8:39

ARTICLES OF MERGER
(Profit Corporations) **SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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 Legacy Holdings, Inc. | DE | |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|------------------------------|---------------------|--|
| Dreams Retail Products, Inc. | FL | P11000026442 |
| | | |
| | | |
| | | |
| | | |

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 6 / 1 / 2013 (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 May 20 2013.

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 May 20 2013.

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

Fanatics Legacy Holdings, Inc.



Thomas Baumlín, CFO

Dreams Retail Products, Inc.



Thomas Baumlín, CFO

AGREEMENT AND PLAN OF MERGER

OF

DREAMS RETAIL PRODUCTS, INC.
(a Florida corporation)

WITH AND INTO

FANATICS LEGACY HOLDINGS, INC.
(a Delaware corporation)

AGREEMENT AND PLAN OF MERGER (the "Agreement of Merger"), dated as of May 20, 2013, by and between Dreams Retail Products, Inc., a corporation organized and existing under the laws of the State of Florida ("Merger Sub"), and Fanatics Legacy Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware ("Company"), with reference to the following recitals:

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

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

1. Parties to Merger. Merger Sub and Company (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 Agreement of Merger.

2. Merger. At the Effective Time (as defined in Section 3 hereof), Merger Sub shall be merged with and into Company, which shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation."

3. Filing and Effective Time. A Certificate of Merger ("Certificate") to be filed with the State of Delaware in accordance with Section 264(c) of the DGCL shall be delivered to the Delaware Secretary of State for filing. Articles of Merger ("Articles") to be filed with the State of Florida in accordance with Section 607.1105 of the FBCA shall be delivered to the Florida Secretary of State for filing. The Merger shall become effective on June 1, 2013 at 12:01 a.m. (the "Effective Time").

4. Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of the Company 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 the Company 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 the Company 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 effect set forth in the DGCL.

8. Further Assurances. Each of the Constituent Corporations shall use their best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Agreement 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 Merger Sub 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 Agreement of Merger, Merger Sub and its proper officers and directors shall be deemed to have granted to the Surviving Corporation 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 rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Agreement of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of Merger Sub or otherwise to take any and all such action.

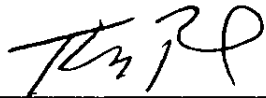
9. Capital Stock. At the Effective Time, each share of Merger Sub, issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and cease to exist. At the Effective Time, each issued and outstanding share of the Company 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 Agreement of Merger, this Agreement of Merger may be amended or terminated at any time on or before the Effective Date by agreement of the Boards of Directors of the Constituent Corporations.

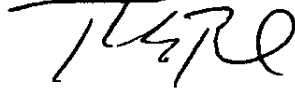
11. Counterparts. This Agreement of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

IN WITNESS WHEREOF, the parties hereto pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors and the sole stockholders of each of the Constituent Corporations, have duly executed this Agreement of Merger as of the day and year first written above.

DREAMS RETAIL PRODUCTS, INC.,
a Florida corporation

By: 
Thomas Baumlín
Chief Financial Officer

FANATICS LEGACY HOLDINGS, INC.,
a Delaware corporation

By: 
Thomas Baumlín
Chief Financial Officer