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RECEIVED

05 OCT 14 AM 8:00

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 OCT 14 AM 10:00

FILED

MERGER OR SHARE EXCHANGE

FIRST N.Y. BOUTIQUE, INC.

Certificate of Status	0
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Merger @ 10.17.05

ARTICLES OF MERGER

OF

FIRST P.B. BOUTIQUE, INC.
(a Florida corporation)

AND

FIRST N.Y. BOUTIQUE, INC.
(a New York corporation)FILED
05 OCT 14 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDATo 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 First P.B. Boutique, Inc. with and into First N.Y. Boutique, Inc. as approved by the Board of Directors of First P.B. Boutique, Inc. as of June 30, 2005 and adopted by written consent of the Board of Directors of First N.Y. Boutique, Inc. as of June 30, 2005

2. The merger of First P.B. Boutique, Inc. with and into First N.Y. Boutique, Inc. is permitted by the New York Business Corporation Law, the laws of the jurisdiction of organization of First N.Y. Boutique, 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 First N.Y. Boutique, Inc. was June 30, 2005.

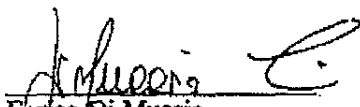
3. Shareholder approval was not required for the merger.

Executed on September 25, 2005

FIRST P.B. BOUTIQUE, INC.

FIRST N.Y. BOUTIQUE, INC

By:


Enrico Di Muccio
President

By:


Enrico Di Muccio
President

PLAN OF MERGER

adopted by the Board of Directors of **FIRST N.Y. BOUTIQUE, INC.**

as of June 30, 2005

1. First N.Y. Boutique, Inc., which is a business corporation incorporated under the laws of the State of New York and is the owner of all of the outstanding shares of First B.P. Boutique, Inc., which is a business corporation incorporated under the laws of the State of Florida, hereby merges First P.B. Boutique, Inc. into First N.Y. Boutique, Inc., pursuant to the Business Corporation Act of the State of Florida, and pursuant to the provisions of the Business Corporation Law of the State of New York.

2. The number of outstanding shares of First P.B. Boutique, Inc. is one hundred (100) shares, all of which are of one class, and all of which are owned by First N.Y. Boutique, Inc.

3. The separate existence of First P.B. Boutique, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the Florida Business Corporation Act; and First N.Y. Boutique, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Business Corporation Law of the State of New York.

4. The issued shares of First P.B. Boutique, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

5. The Board of Directors and the officers of First P.B. Boutique, Inc. and of First N.Y. Boutique, Inc., respectively, 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.