

P93000088211

ARTICLES OF MERGER
Merger Sheet

MERGING:

GENERAL MERCHANDISING I CORPORATION, a Florida corporation,
P93000088211

INTO

GENERAL MERCHANDISING CORPORATION, a Nevada corporation not
qualified in Florida.

File date: December 23, 1996, effective January 1, 1997

Corporate Specialist: Darlene Connell

Document Number Only

P93000088211

FILED
96 DEC 23 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

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12/23/96--01013--010
*****70.00 *****70.00

CORPORATION(S) NAME

General Merchandising Corporation

merged into:

General Merchandising Corporation

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☒ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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12/23/96

Merger
12/24/96
DC

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96 DEC 23 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA
ARTICLES OF MERGER
OF
GENERAL MERCHANDISING CORPORATION,
a Florida Corporation
WITH AND INTO
GENERAL MERCHANDISING CORPORATION,
a Nevada Corporation

GENERAL MERCHANDISING CORPORATION, a corporation organized under and governed by the laws of the State of Florida, with its registered office at 2900 S.E. Dune Drive, No. 225, Stuart, Florida 34996 (the "Merging Corporation"), and GENERAL MERCHANDISING CORPORATION, a corporation organized under and governed by the laws of the State of Nevada, with its registered office at One East First Street, Reno, Nevada 89501 (the "Surviving Corporation"; the Merging Corporation and the Surviving Corporation are hereinafter collectively referred to as the "Constituent Corporations") hereby adopt and execute Articles of Merger as follows:

I.

The Plan and Agreement of Merger attached hereto and by reference made a part hereof (the "Plan"), a copy of which is attached hereto as Exhibit A, provides that the Merging Corporation shall be merged with and into the Surviving Corporation and the Surviving Corporation shall continue to be called "General Merchandising Corporation."

II.

The Plan was duly approved and adopted by the Board of Directors and the sole shareholder of the Merging Corporation and the Board of Directors and the sole shareholder of the Surviving Corporation.

(a) Constituent Corporation Shareholder Vote Required. On the date of the submission of the Plan to the Board of Directors of each of the Constituent Corporations, the affirmative vote of a majority of all of the votes entitled to be cast on the Plan by (i) the holders of the issued and outstanding shares of common stock of the Merging Corporation and (ii) the holders of the issued and outstanding shares of common stock of the Surviving Corporation was required by the Florida Business Corporation Act to approve and adopt the Plan.

(b) Merging Corporation Shareholder Vote. As to the Merging Corporation, the Plan was approved and adopted by written consent of the sole shareholder of the Merging Corporation on December 20, 1996.

(c) Surviving Corporation Shareholder Vote. As to the Surviving Corporation, the Plan was approved and adopted by written consent of the sole shareholder of the Surviving Corporation on December 20, 1996.

(d) Constituent Corporation Director Vote. On the date of the submission of the Plan to the Board of Directors of each of the Constituent Corporations, the vote of a majority of the directors of each of the Constituent Corporations was required to approve and adopt the Plan, and the Plan was approved and adopted by written consent of the sole director of the Merging Corporation on December 20, 1996 and by written consent of the sole director of the Surviving Corporation on December 20, 1996.

III.

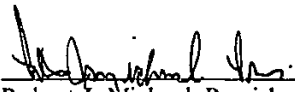
The merger shall be effective at 12:01 a.m., Stuart, Florida time, on January 1, 1997.

Each of the Constituent Corporations has caused these Articles of Merger to be executed in its name by its duly authorized officers, with its corporate seal affixed, in accordance with the requirements of the State of Florida on December 20, 1996.

THE MERGING CORPORATION:

GENERAL MERCHANDISING CORPORATION,
a Florida corporation

By:


Robert J. Michnal, President

THE SURVIVING CORPORATION:

GENERAL MERCHANDISING CORPORATION,
a Nevada corporation

By:

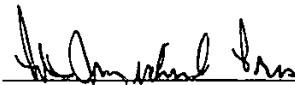

Robert J. Michnal, President

EXHIBIT A

The Plan

Attached hereto is the Plan.

PLAN AND AGREEMENT OF MERGER
BY WHICH
GENERAL MERCHANDISING CORPORATION,
a Florida corporation,
MERGES WITH AND INTO
GENERAL MERCHANDISING CORPORATION,
a Nevada corporation

THIS IS A PLAN AND AGREEMENT OF MERGER (this "**Plan and Agreement of Merger**") dated December 20, 1996 by and between GENERAL MERCHANDISING CORPORATION, a corporation organized under and governed by the laws of the State of Florida, with its registered office at 2900 S.E. Dune Drive, No. 225, Stuart, Florida 34996 (the "**Merging Corporation**"), and GENERAL MERCHANDISING CORPORATION, a corporation organized under and governed by the laws of the State of Nevada, with its registered office at One East First Street, Reno, Nevada 89501 (the "**Surviving Corporation**"; the Merging Corporation and the Surviving Corporation are hereinafter collectively referred to as the "**Constituent Corporations**").

BACKGROUND STATEMENT

The respective Boards of Directors of each of the Constituent Corporations have determined that it is in the best interests of each such corporation and its respective shareholders that the Merging Corporation merge with and into the Surviving Corporation, and have recommended that the shareholders of their respective corporations approve such merger; and the shareholders of each of the Constituent Corporations have approved such merger.

PLAN AND AGREEMENT

In consideration of the premises and pursuant to the terms and conditions hereinafter set forth, the parties hereto agree that, in accordance with the terms of this Plan and Agreement of Merger and the applicable statutes of the State of Nevada and the State of Florida, the Constituent Corporations shall make appropriate filings with the Secretary of State of Nevada and the Department of State of Florida, that the Merging Corporation shall be merged with and into the Surviving Corporation, and that the terms and conditions of such merger (the "**Merger**") and the mode of carrying the Merger into effect shall be as follows:

1. The Merger and the Surviving Corporation. At the Effective Time of the Merger (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation which shall be the surviving corporation after the Merger and which shall continue to exist as a corporation organized under and governed by the laws of the State of Nevada under the name of "General Merchandising Corporation."

2. Effective Time of the Merger. The Merger shall be effective at 12:01 a.m. Stuart, Florida time on January 1, 1997 (the "**Effective Time of the Merger**").

3. Effect of Merger. At the Effective Time of the Merger, the Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merging Corporation shall cease. Without limiting any provisions of applicable law of the State of Nevada or the State of Florida, at the Effective Time of the Merger: the title to all real estate and other property owned by the Merging Corporation shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of the Merging Corporation; and a proceeding pending against the Merging Corporation may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation, the existence of which shall have ceased.

4. Manner and Basis of Converting Shares. The manner and basis of converting, cancelling or extinguishing shares of the Merging Corporation shall be as follows:

(a) Merging Corporation Common Stock. At the Effective Time of the Merger, each issued and outstanding share of the \$.01 par value common stock of the Merging Corporation ("**Merging Corporation Common Stock**") shall thereupon be converted into one share of the \$.01 par value common stock of the Surviving Corporation ("**Surviving Corporation Common Stock**"), subject to the provisions with respect to fractional shares set forth in subsection 4(c) of this Plan and Agreement of Merger below. Any shares of Merging Corporation Common Stock held as treasury stock by the Merging Corporation at the Effective Time of the Merger shall be cancelled and retired, and no consideration shall be issued or given in exchange therefor.

(b) Merging Corporation Share Certificates. At or immediately following the Effective Time of the Merger, each holder of a certificate or certificates theretofore representing Merging Corporation Common Stock shall surrender the same, along with a duly endorsed share transfer power, to the Surviving Corporation. At or immediately following the Effective Time of the Merger, upon surrender by the shareholders of the Merging Corporation of their certificates representing Merging Corporation Common Stock, the Surviving Corporation shall deliver to each holder of Merging Corporation Common Stock share certificates in the name of such holder representing the shares of Surviving Corporation Common Stock into which his or her respective shares of Merging Corporation Common Stock shall have been converted as described above.

(c) No Fractional Shares. No fraction of a share of Surviving Corporation Common Stock will be issued.

(d) Deemed Surviving Corporation Shareholders. At the Effective Time of the Merger, each shareholder of the Merging Corporation shall thereupon be deemed to be a shareholder of the Surviving Corporation to the extent of the number of shares of Surviving

Corporation Common Stock to which he or she is entitled pursuant to this Plan and Agreement of Merger, whether or not certificates for Merging Corporation Common Stock are surrendered as herein provided. Until surrendered as provided above, each certificate representing shares of Merging Corporation Common Stock shall be deemed, for all corporate purposes (including, without limitation, the payment of any dividends), to evidence ownership of the number of shares of Surviving Corporation Common Stock in which the holder of such certificate has become entitled to receive pursuant to this Plan and Agreement of Merger.

(e) Shares of the Surviving Corporation. Each share of the Surviving Corporation outstanding immediately prior to the Effective Time of the Merger shall remain an identical outstanding share of the Surviving Corporation after the Effective Time of the Merger, and no shares or other securities of, or obligations convertible into shares or other securities of, the Surviving Corporation are to be issued or delivered under or pursuant to the Merger.

5. Articles of Incorporation. Until altered, amended, or repealed in accordance with the Nevada General Corporation Law, the existing Articles of Incorporation of General Merchandising Corporation, a Nevada corporation, the Surviving Corporation, as in effect at the Effective Time of the Merger, shall continue to be the Articles of Incorporation of the Surviving Corporation.

6. Bylaws. Until altered, amended or repealed as provided in the Bylaws and in the Nevada General Corporation Law, the existing Bylaws of General Merchandising Corporation, a Nevada corporation, the Surviving Corporation, as in effect at the Effective Time of the Merger, shall continue to be the Bylaws of the Surviving Corporation.

7. Directors and Officers. At the Effective Time of the Merger, the persons who are the directors and officers of General Merchandising Corporation, a Nevada corporation, the Surviving Corporation, immediately prior to the Effective Time of Merger shall continue to be the directors and officers of the Surviving Corporation.

8. Amendment; Termination and Abandonment. This Plan and Agreement of Merger may be supplemented or amended in any manner at any time and from time to time prior to the Effective Time of the Merger by the mutual consent of the Constituent Corporations without any further action by the shareholders of either of them. This Plan and Agreement of Merger may be terminated and the Merger abandoned at any time prior to the filing of the articles or certificate of merger with the Secretary of State of Nevada and the Department of State of Florida by action taken by the respective Boards of Directors of the Constituent Corporations.

9. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances or any things are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Plan and Agreement of Merger or the Merger, the title of any property or rights of the Merging Corporation, the last acting officers and directors of the Merging Corporation or the corresponding officers and directors of

the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the purposes of this Plan and Agreement of Merger or the Merger.

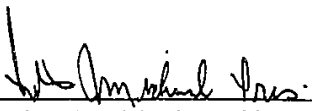
10. Governing Law. This Plan and Agreement of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Nevada.

11. Counterparts; Copies. This Plan and Agreement of Merger may be executed by each party upon a separate counterpart, and in such case one copy of this Plan and Agreement of Merger shall consist of enough of such counterparts to reflect the signature of all of the parties to this Plan and Agreement of Merger. This Plan and Agreement of Merger may be executed in two or more copies, each of which shall be deemed an original, and it shall not be necessary in making proof of this Plan and Agreement of Merger or its terms to produce or account for more than one of such copies.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan and Agreement of Merger, pursuant to authority duly given by its Board of Directors and shareholders, to be executed on its behalf and in its corporate name by its President, attested by its Secretary and its corporate seal affixed hereto, all on the day and year first above written.

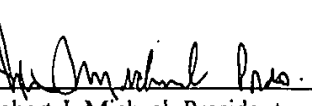
THE MERGING CORPORATION:

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a Florida corporation

By: 
Robert J. Michnal, President

THE SURVIVING CORPORATION:

GENERAL MERCHANDISING CORPORATION,
a Nevada corporation

By: 
Robert J. Michnal, President