

P 94000007688



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 529220 5017647

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizit

ORDER DATE : December 24, 1999

ORDER TIME : 2:54 PM

ORDER NO. : 529220-035

700003082427-3

CUSTOMER NO: 5017647

CUSTOMER: Connie Walsh, Legal Assistant
Bryan Cave LLP
211 N. Broadway, Suite 3600
One Metropolitan Square
St. Louis, MO 63102-2750

ARTICLES OF MERGER

EF SANIBEL INC.

INTO

THE EILEEN FISHER COMPANIES
INC.

FILED
99 DEC 28 PM 4:35
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 28 PM 3:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

*merger
1-11-00
RAT*

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

File 184



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED

99 DEC 28 PM 4:35

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

December 29, 1999

CSC

TALLAHASSEE, FL

SUBJECT: EF SANIBEL INC.
Ref. Number: P94000007688

We have received your document for EF SANIBEL INC.. However, the document has not been filed and is being returned for the following:

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1995 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$61.25 filing fee per year for the years 1995 through the current year, \$88.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$1350.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 1999 Annual Report and Supplemental Fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 799A000657644

RESUBMIT

Please give original
submission date as file date.

RECEIVED
00 JAN 10 PM 4:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

99 DEC 28 PM 4:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

EF SANIBEL INC., a Florida corporation, P94000007688

INTO

THE EILEEN FISHER COMPANIES INC., a Delaware corporation not qualified
in Florida.

File date: December 28, 1999

Corporate Specialist: Doug Spitler

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
OF
EF SANIBEL INC.
(a Florida corporation)
AND
THE EILEEN FISHER COMPANIES INC.
(a Delaware corporation)**

FILED
99 DEC 28 PM 4:35
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

To 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. The following Plan of Merger for merging EF Sanibel Inc. with and into The Eileen Fisher Companies Inc. was approved by the Board of Directors of EF Sanibel Inc. on December 1, 1999 and adopted by consent of the Board of Directors of The Eileen Fisher Companies Inc. on December 1, 1999:

(i) The Eileen Fisher Companies Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of EF Sanibel Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges EF Sanibel Inc. into The Eileen Fisher Companies Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of The Eileen Fisher Companies Inc.

(ii) The separate existence of EF Sanibel Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and The Eileen Fisher Companies Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

(iii) The issued shares of EF Sanibel Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

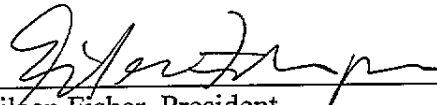
(iv) The Board of Directors and the proper officers of The Eileen Fisher Companies Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, 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.

2. The merger of EF Sanibel Inc. with and into The Eileen Fisher Companies Inc. is permitted by the laws of the jurisdiction of organization of The Eileen Fisher Companies 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 The Eileen Fisher Companies Inc. was December 1, 1999.

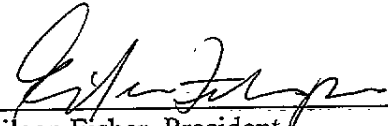
3. Shareholder approval was not required for the merger.

Executed on December 15, 1999.

EF SANIBEL INC.

By 
Eileen Fisher, President

THE EILEEN FISHER COMPANIES INC.

By 
Eileen Fisher, President