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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

VALENTINO U.S.A., INC.

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ARTICLES OF MERGER
OF
VALENTINO BOUTIQUE PALM BEACH, INC.
(a Florida corporation)
AND
VALENTINO U.S.A., INC.
(a Delaware corporation)

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SECRETARY 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 Plan of Merger, annexed hereto and made a part hereof is the Plan of Merger for merging Valentino Boutique Palm Beach, Inc. with and into Valentino U.S.A., Inc. as approved by the Board of Directors of Valentino Palm Beach, Inc. on February 28, 2005 and adopted at a meeting by the Shareholder and Board of Directors of Valentino U.S.A., Inc. on February 28, 2005.

2. The merger of Valentino Boutique Palm Beach, Inc. with and into Valentino U.S.A., Inc. is permitted by the laws of the jurisdiction of organization of Valentino U.S.A., 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 Valentino U.S.A., Inc. was February 28, 2005.

3. Shareholder approval was not required for the merger.


4. The effective date and time of the Merger for all financial purposes shall be January 1, 2005, notwithstanding that, as a legal matter, the effective date and time of merger of the Corporation shall be, upon the filing of the Certificate of Ownership and Merger by the Secretary of State of the jurisdiction of incorporation of the surviving corporation.

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Executed on behalf of each constituent corporation on March 9, 2005

VALENTINO BOUTIQUE PALM BEACH, INC.



Name: George M. Pavia
Capacity: Secretary

VALENTINO U.S.A., INC.



Name: George M. Pavia
Capacity: Secretary

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PLAN OF MERGER

- "1. Valentino U.S.A., 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 Valentino Boutique Palm Beach, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Valentino Boutique Palm Beach, Inc. into Valentino U.S.A., 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 Valentino U.S.A., Inc.
- "2. The separate existence of Valentino Boutique Palm Beach, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Valentino U.S.A., Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
- "3. The issued shares of Valentino Boutique Palm Beach, 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.
- "4. The Boards of Directors and the proper officers of Valentino U.S.A., Inc. and Valentino Boutique Palm Beach, 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."

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