

P94000075965

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MERGER OR SHARE EXCHANGE

LA PERLA FASHIONS, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 23, 2005

AMERICAN DUTY FREE CONSORTIUM INC.
550 BILTMORE WY
SUITE 840
CORAL GABLES, FL 33134US

SUBJECT: AMERICAN DUTY FREE CONSORTIUM INC.
REF: P94000075965

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PLEASE REMOVE THE COMMA FROM THE ABOVE CORPORATE NAME.

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Karen Gibson
Document Specialist

FAX Aud. #: H05000129157
Letter Number: 605A00036887

ARTICLES OF MERGER
OF
AMERICAN DUTY FREE CONSORTIUM, INC.
(a Florida corporation)
AND
LA PERLA FASHIONS, INC.
(a New York corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1104 et. al. of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named, each being wholly-owned subsidiaries of a common parent company, do hereby adopt the following articles of merger:

1. Annexed hereto and made a part hereof, is the Plan of Merger for merging American Duty Free Consortium, Inc. with and into La Perla Fashions, Inc. as approved and adopted by the Board of Directors of American Duty Free Consortium Inc. and as approved and adopted by the Board of Directors and sole Shareholder of La Perla Fashions, Inc. as of January 6, 2005.

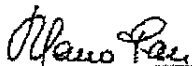
2. The merger of American Duty Free Consortium, Inc. with and into La Perla Fashions, Inc. is permitted by the laws of the jurisdiction of organization of La Perla Fashions, Inc. and has been authorized in compliance with said laws.

3. Shareholder approval was not required for the merger pursuant to the laws of the state of Florida.

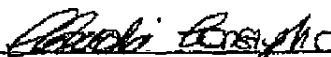
4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing of these Articles of Merger.

Executed as of January 6, 2005

AMERICAN DUTY FREE CONSORTIUM INC.

By: 
Name: STEFANO PASI
Capacity: PRESIDENT

LA PERLA FASHIONS, INC.

By: 
Name: CLAUDIA CONSIGLIO
Capacity: VICE PRESIDENT

PLAN OF MERGER

1. La Perla Fashions, Inc., which is a business corporation of the State of New York, and American Duty Free Consortium Inc., which is a business corporation of the State of Florida, both of which companies are wholly-owned subsidiaries of a common parent company, hereby agree to merge American Duty Free Consortium Inc. with and into La Perla Fashions, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of Business Corporation Law of the State of New York.
2. The separate existence of American Duty Free Consortium Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and La Perla Fashions, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization. As of the effective date and time of the merger, all of the estate, property, rights, privileges, powers and franchises of American Duty Free Consortium Inc. shall be vested in La Perla Fashions, Inc., and La Perla Fashions, Inc. shall assume all the obligations and liabilities of American Duty Free Consortium, Inc. existing as of the date and time of the merger.
3. The number of outstanding shares of American Duty Free Consortium Inc. is Thirty-Nine (39) shares and the number of outstanding shares of La Perla Fashions, Inc. is Seven Thousand Two Hundred (7,200) shares, all of which are entitled to vote.
4. The issued shares of American Duty Free Consortium 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. The issued shares of La Perla Fashions, Inc. shall not be affected in any manner as a result of the merger.

5. The Board of Directors and the Officers of La Perla Fashions, 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.
6. The Plan of Merger made herein and adopted shall be submitted to the shareholders of La Perla Fashions, Inc. for their adoption or rejection in the manner prescribed in the Business Corporation Law of the State of New York and shall be otherwise authorized in accordance with the provisions of the Florida Business Corporation Act.