

P94000081087



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 084904 5674A

AUTHORIZATION :

Patricia Piz

COST LIMIT : \$ 78.75

ORDER DATE : December 31, 1998

ORDER TIME : 10:36 AM

ORDER NO. : 084904-005

CUSTOMER NO: 5674A

CUSTOMER: Robert C. Burke, Jr., Esq
Kimpton Burke & White
Suite 100
28059 U.S. Highway 19, North
Clearwater, FL 33761

ARTICLES OF MERGER

900002727879--6

WASSERMAN, INC.

INTO

ASSOCIATED WICKER STORES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

TLA

FILED
98 DEC 31 AM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
59 DEC 31 AM 11:52
INVESTMENT CORPORATION

DEC 31 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

WASSERMAN, INC., a Florida corporation, P94000070356

INTO

ASSOCIATED WICKER STORES, INC., a Florida corporation, P94000081087

File date: December 31, 1998

Corporate Specialist: Thelma Lewis

Account number: 072100000032

Account charged: 78.75

FILED
98 DEC 31 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
WASSERMAN, INC.,
a Florida corporation,
INTO
ASSOCIATED WICKER STORES, INC.,
a Florida corporation

Pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The attached Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act.

2. The dates of adoption of the Plan of Merger by the shareholders were:

Name of Corporation	Date
Wasserman, Inc.	October 1, 1998
Associated Wicker Stores, Inc.	October 1, 1998

3. As to each of the undersigned corporations, the number of share outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

Name	No. Shares Outstanding	Designation of Class	Entitled to Vote as a Class No. Of Shares
Wasserman, Inc.	1,000	Common	1,000
Associated Wicker Stores, Inc.	100	Common	100

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively are as follows:

Name	Total Voted For	Total Voted Against	Class	Number of Shares Voted For	Number of Shares Voted Against
Wasserman, Inc.	1,000	0	Common	1,000	0

Associated Wicker
Stores, Inc.

100

0

Common

100

0

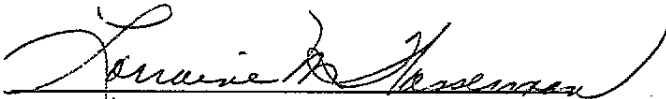
Dated: October 1, 1998

WASSERMAN, INC.

By: 

Don Wasserman, President

Attest:


Lorraine M. Wasserman, Secretary


(Corporate Seal)

ASSOCIATED WICKER STORES, INC.

By: 

Don Wasserman, President

Attest:

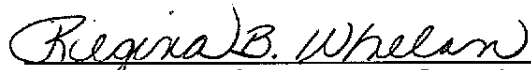

Lorraine M. Wasserman, Secretary

(Corporate Seal)

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF Philadelphia

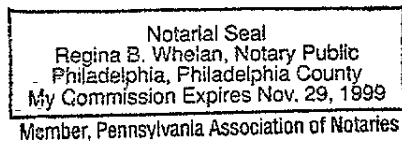
The foregoing instrument was acknowledged before me this 28th
day of December, 1998 by **DON WASSERMAN** and **LORRAINE M.**
WASSERMAN, as President and Secretary respectively of **WASSERMAN,**
INC., a Florida corporation, on behalf of the corporation. They
are () personally known to me or have () produced _____
_____ as identification.

Notarial Seal
Regina B. Whelan, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Nov. 29, 1999
Member, Pennsylvania Association of Notaries


Notary Public, Pennsylvania
Name: REGINA B. Whelan
Serial No: 114161
Commission Expires: 11-29-99

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF Philadelphia

The foregoing instrument was acknowledged before me this 28th
day of December, 1998 by **DON WASSERMAN** and **LORRAINE M.**
WASSERMAN, as President and Secretary respectively of **ASSOCIATED**
WICKER STORES, INC., a Florida corporation, on behalf of the
corporation. They are () personally known to me or have ()
produced _____ as identification.



Regina B Whelan
Notary Public, Pennsylvania
Name: REGINA B. WHELAN
Serial No: 114161
Commission Expires: 11-29-99

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PLAN OF MERGER

This Plan of Merger dated this 1st day of October, 1998 pursuant to Florida Chapter 607.1101 of the general corporation laws of the State of Florida, between WASSERMAN, INC., a Florida corporation, hereinafter referred to as the "Acquired Corporation" and ASSOCIATED WICKER STORES, INC., a Florida corporation, hereinafter referred to as the "Surviving Corporation".

W I T N E S S E T H:

WHEREAS, the two (2) constituent corporations desire to enter into this Plan of Merger for the purpose of merging them into one of such corporations; and

WHEREAS, the Acquired Corporation, by its Certificate of Incorporation which was filed in the offices of the Secretary of State, State of Florida, on the 23rd day of September, 1994, has an authorized capital stock consisting of one thousand, five hundred (1,500) shares of common stock having a par value of \$0.01 per share, and of which one thousand (1,000) shares of such common stock are now issued and outstanding; and

WHEREAS, the Surviving Corporation by its Certificate of Incorporation which was filed in the offices of the Secretary of State, State of Florida, on the 4th day of November, 1994, has an authorized capital stock consisting of one thousand (1,000) shares of common stock having a pr value of \$1.00 per share, and of which one hundred (100) shares of such common stock are now issued and outstanding; and

WHEREAS, the registered office of the Surviving Corporation, in the State of Florida, is located at 691 Young Street, Ormond Beach, Florida 32174, and the name of the registered agent at such address is Don Wasserman; and

WHEREAS, the registered office of the Acquired Corporation, in the State of Florida, is located at 2440 30th Avenue North, St. Petersburg, Florida 33713, and the name of the registered agent at such address is Don Wasserman.

NOW, THEREFORE, the corporations, parties to this Plan of Merger in consideration of mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. The Acquired Corporation hereby merges itself into the Surviving Corporation.

2. The Articles of Incorporation of the Surviving Corporation, as heretofore amended, which is in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

3. The Bylaws of the Surviving Corporation, as heretofore amended, which are in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation.

4. The manner of converting the outstanding shares of the Acquired Corporation into the shares of the Surviving Corporation shall be as follows:

Each share of the common stock of the Acquired Corporation, presently issued and outstanding shall be retired and no shares of common stock or other securities of the Acquired Corporation shall be used in respect thereof or in exchange thereof.

5. The Directors and Officers of the Surviving Corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

6. The merger shall become effective upon filing with the Secretary of State of the State of Florida. For accounting purposes, the effective date of the merger shall be as of the close of business on the 30th day of September, 1998. The merger contemplated hereunder shall be treated as a pooling of interest and entry shall be made upon the books of the Surviving Corporation, as of the effective date, of the following:

(a) The assets and liabilities of the Acquired Corporation are to be transferred to and assumed by the Surviving Corporation and shall be recorded at the amounts at which they are carried on the books of the Acquired Corporation immediately prior to the effective date of Merger, with appropriate adjustments to reflect a retirement of the organization's stock of the Acquired Corporation.

(b) There shall be credited to the capital account the aggregate amount of the par value per share of all of the common stock of the Surviving Corporation resulting from the conversion of the outstanding common stock of the Acquired Corporation.

(c) There shall be credited to the capital surplus account an amount equal to that carried on the capital surplus account of the Acquired Corporation, immediately prior to the effective date.

(d) There shall be credited to the earned surplus account an amount equal to that carried on the earned surplus account of the Acquired Corporation, immediately prior to the effective date.

7. Upon the earlier of the merger becoming effective, or the effective date for accounting purposes, all property and assets of the Acquired Corporation of every kind and description shall be transferred to and invested in the Surviving Corporation without further act or deed, and said assets and property shall be effectively the property of the Surviving Corporation, as they were of the Acquired Corporation, and the Surviving Corporation, respectively. The Acquired Corporation agrees from time to time, and when requested by the Surviving Corporation, or by its successor or assigns, to execute and deliver or cause to be executed and delivered all such deeds and other instruments and take or cause to be taken such further or other actions as they Surviving Corporation may deem necessary or desirable in order to vest in and conform to the Surviving Corporation title to and possession of any property of the Acquired Corporation, acquired or to be acquired by reason of or as a result of the merger, and otherwise to carry out the intent and purpose hereof and the proper officers and directors of the Surviving Corporation, and further the Acquired Corporation, are fully authorized in the names of their respective corporations to take any and all such actions.

8. The Acquired Corporation hereby agrees that it may be served with process in the State of Florida, and any proceedings for the enforcement of any obligation of the Acquired Corporation, and in any proceedings for the enforcement of the rights of a dissenting shareholder of the Acquired Corporation, and irrevocably appoints the Secretary of State of Florida, as its agent to accept service of process in any such proceedings.

9. The Surviving Corporation shall assume all of the liabilities of the Acquired Corporation.

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective board of directors and shareholders, have caused these presents to be executed by the President and Attested by the Secretary of each party hereto.

Surviving Corporation
ASSOCIATED WICKER STORES, INC.

Attest:


Loraine M. Wasserman, Secretary

By: 

Don Wasserman, President
(Corporate Seal)

Acquired Corporation
WASSERMAN, INC.

Attest:

Lorraine M. Wasserman
Lorraine M. Wasserman, Secretary

By:

Don Wasserman
Don Wasserman, President
(Corporate Seal)

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF Philadelphia

The foregoing instrument was acknowledged before me this 28th day of December, 1998 by DON WASSERMAN and LORRAINE M. WASSERMAN, as President and Secretary respectively of WASSERMAN, INC., a Florida corporation, on behalf of the corporation. They are () personally known to me or have () produced _____ as identification.

Notarial Seal
Regina B. Whelan, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Nov. 29, 1999
Member, Pennsylvania Association of Notaries

Regina B. Whelan
Notary Public, Pennsylvania
Name: REGINA B. WHELAN
Serial No: 114161
Commission Expires: 11-29-99

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF Philadelphia

The foregoing instrument was acknowledged before me this 28th day of December, 1998 by DON WASSERMAN and LORRAINE M. WASSERMAN, as President and Secretary respectively of ASSOCIATED WICKER STORES, INC., a Florida corporation, on behalf of the corporation. They are () personally known to me or have () produced _____ as identification.

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Regina B. Whelan, Notary Public
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Regina B. Whelan
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Name: REGINA B. WHELAN
Serial No: 114161
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