

LAW OFFICES

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## Florida Offices

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\* available for consultation  
by appointment only

## International Offices:

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of China

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Czech Republic

Bern, Switzerland\*

Reply To:  
Thomas J. Skola  
(305) 260-1014

[tskola@becker-poliakoff.com](mailto:tskola@becker-poliakoff.com)

June 23, 1998

CERTIFIED MAIL #P 233 224 259  
(Return Receipt Requested)

Florida Department of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Merger of Interamericas Apparel Group, Inc. into  
Interamericas Apparel, Inc.

Dear Sirs:

Enclosed please find the Articles of Merger and accompanying documents relating to the merger of Interamericas Apparel Group, Inc. into Interamericas Apparel, Inc., both Florida corporations, in accordance with Sections 607.1101 et seq of the Florida Statutes, along with a check in the amount \$122.50 in payment of the following:

70.00

Filing Fee

52.50

Certified Copy of the  
Articles of Merger

\$122.50

Your prompt return of the certified copies of the Articles of Merger to my attention at the above address will be appreciated.

Sincerely,

Thomas J. Skola

TJS:Bb  
enclosure

900002572959--2  
-06/26/98--01011--002  
\*\*\*\*122.50 \*\*\*\*122.50

98 JUN 24 PM 3:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

98 JUN 24 PM 3:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

APPROVED  
AND  
FILED

merger CM  
7 pg  
P94000092176  
\*cert copy  
V-17 722  
6-26-98

152996\_1

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INTERAMERICAS APPAREL GROUP, INC., a Florida Corporation, #V47722

INTO

INTERAMERICAS APPAREL, INC., a Florida corporation, P94000092176

File date: June 26, 1998

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER**

**OF**

**INTERAMERICAS APPAREL GROUP, INC., a Florida corporation**

**INTO**

**INTERAMERICAS APPAREL, INC., a Florida Corporation**

Interamericas Apparel Group, Inc., a Florida corporation ("Absorbed Corporation"), and Interamericas Apparel, Inc., a Florida corporation ("Surviving Corporation"), both of which are validly existing corporations, have both adopted a Plan of Merger and jointly file these Articles of Merger:

**ARTICLE I  
PLAN OF MERGER**

The relevant terms of the Plan of Merger are as follows:

a. Interamericas Apparel Group, Inc., a Florida corporation ("Absorbed Corporation"), shall merge into Interamericas Apparel, Inc., a Florida corporation ("Surviving Corporation"), so that Surviving Corporation is the surviving corporation. Absorbed Corporation shall cease and Surviving Corporation shall succeed to all its rights, privileges and property without the necessity of a separate transfer. Surviving Corporation shall be responsible for the liabilities and obligations of Absorbed Corporation and the rights of creditors of Absorbed Corporation shall not be impaired by the merger.

b. As Absorbed Corporation is wholly-owned by the same sole shareholder of Surviving Corporation, there shall be no conversion of shares or additional shares issued by virtue of this merger.

c. There shall be no change to the Articles of Incorporation of Surviving Corporation by virtue of this merger. The name of the Surviving Corporation shall remain the same.

d. As there are no shareholders of Absorbed Corporation other than the sole shareholder of Surviving Corporation and the sole shareholder of Surviving Corporation has authorized the merger, there are no other shareholders to which the provisions of Section 607.1302 would apply.

98 JUN 24  
SECRETARY OF  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLE II  
SHAREHOLDER APPROVAL

The sole shareholder of both the Surviving Corporation and the Absorbed Corporation approved the Plan of Merger and authorized the merger on June 22, 1998.

ARTICLE III  
WAIVER OF MAILING

The sole shareholder of Surviving Corporation, as the sole shareholder of Absorbed Corporation, has waived his right to receive a copy of the Plan of Merger by mail.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 22<sup>nd</sup> day of June, 1998.

Surviving Corporation

Absorbed Corporation

INTERAMERICAS APPAREL, INC.

INTERAMERICAS APPAREL GROUP, INC.

By:

Dennis A. Griffis  
DENNIS A. GRIFFIS  
Its: President

By:

Dennis A. Griffis  
DENNIS A. GRIFFIS  
Its: President

**CONSENT ACTION OF SOLE SHAREHOLDER AND SOLE DIRECTOR**

**OF**

**INTERAMERICAS APPAREL, INC., a Florida Corporation**

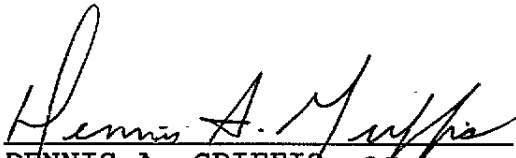
**IN LIEU OF SPECIAL MEETING OF SHAREHOLDERS  
AND SPECIAL MEETING OF DIRECTORS**

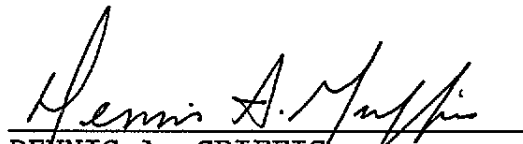
The undersigned, being the sole shareholder and the sole director of Interamericas Apparel, Inc., a Florida corporation, hereby consents to and takes the following actions in lieu of a special meeting of shareholders and a special meeting of directors:

1. The Plan of Merger attached as Exhibit A is approved by both the sole director and the sole shareholder.

2. The corporation, its officers and directors, are authorized and directed to take such actions as are necessary to effect the merger of Interamericas Apparel Group, Inc., a Florida corporation, into the corporation, pursuant to the Plan of Merger.

IN WITNESS WHEREOF, the undersigned has executed this Consent Action as of June 22, 1998.

  
DENNIS A. GRIFFIS, as  
Sole Shareholder

  
DENNIS A. GRIFFIS, as  
Sole Director

**CONSENT ACTION OF SOLE SHAREHOLDER AND SOLE DIRECTOR**

**OF**

**INTERAMERICAS APPAREL GROUP, INC., a Florida Corporation**

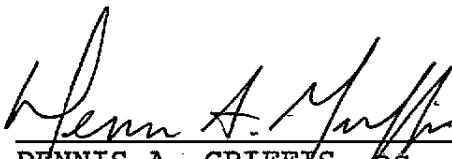
**IN LIEU OF SPECIAL MEETING OF SHAREHOLDERS  
AND SPECIAL MEETING OF DIRECTORS**

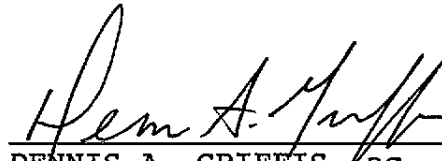
The undersigned, being the sole shareholder and the sole director of Interamericas Apparel Group, Inc., a Florida corporation, hereby consents to and takes the following actions in lieu of a special meeting of shareholders and a special meeting of directors:

1. The Plan of Merger attached as Exhibit A is approved by both the sole director and the sole shareholder.

2. The corporation, its officers and directors, are authorized and directed to take such actions as are necessary to effect the merger of the corporation into Interamericas Apparel, Inc., a Florida corporation, pursuant to the Plan of Merger.

IN WITNESS WHEREOF, the undersigned has executed this Consent Action as of June 22, 1998.

  
\_\_\_\_\_  
DENNIS A. GRIFFIS, as  
Sole Shareholder

  
\_\_\_\_\_  
DENNIS A. GRIFFIS, as  
Sole Director

### **PLAN OF MERGER**

The relevant terms of the Plan of Merger of Interamericas Apparel, Inc., a Florida corporation, and Interamericas Apparel Group, Inc., a Florida corporation, are as follows:

a. Interamericas Apparel Group, Inc., a Florida corporation ("Absorbed Corporation"), shall merge into Interamericas Apparel, Inc., a Florida corporation ("Surviving Corporation") so that Surviving Corporation is the surviving corporation. Absorbed Corporation shall cease and Surviving Corporation shall succeed to all its rights, privileges and property without the necessity of a separate transfer. Surviving Corporation shall be responsible for the liabilities and obligations of Absorbed Corporation and the rights of creditors of Absorbed Corporation shall not be impaired by the merger.

b. As Absorbed Corporation is wholly-owned by the same sole shareholder of Surviving Corporation, there shall be no conversion of shares or additional shares issued by virtue of this merger.

c. There shall be no change to the Articles of Incorporation of Surviving Corporation by virtue of this merger. The name of Surviving Corporation shall remain the same.

d. As there are no shareholders of Absorbed Corporation other than the sole shareholder of Surviving Corporation and the sole shareholder of Surviving Corporation has authorized the merger, there are no other shareholders to which the provisions of Section 607.1302 would apply.