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merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASR
11/16/03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 310375 7287980
AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 105.00

ORDER DATE : November 5, 2003

ORDER TIME : 9:41 AM

ORDER NO. : 310375-010

CUSTOMER NO: 7287980

CUSTOMER: Ms. Christine F. Reidy
Hill, Betts & Nash LLP
26th Floor, One World
Financial Center 200 Liberty
New York, NY 10281

ARTICLES OF MERGER

PUSSEY'S INC AND PUSSEY'S
RETAIL, INC.

INTO

PUSSEY'S INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

EFFECTIVE DATE

11/15/03

FILED

03 NOV -6 PM 4: 39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(for purposes of the Maryland General Corporation Law)

PLAN AND AGREEMENT of MERGER
(for purposes of the Delaware General Corporation Law)

AND

ARTICLES AND PLAN OF MERGER
(for purposes of the Florida Business Corporation Act)

OF

PUSSEY'S INC.
(a Maryland corporation)

AND

PUSSEY'S RETAIL, INC.
(a Delaware corporation)

INTO

PUSSEY'S INC.
(a Florida corporation)

1. Pussey's Ltd., a company formed under the laws of the British Virgin Islands, is the holder of all of the issued and outstanding shares of the stock of each of Pussey's Inc., a Maryland corporation ("Pussey's MD"), Pussey's Retail, Inc., a Delaware corporation ("Retail"), and Pussey's Inc., a Florida corporation ("Pussey's FL"). Pussey's MD, Retail and Pussey's FL being the corporations which are the parties hereto, do hereby agree to effect a merger (the "Merger") of said corporations and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth in this Articles of Merger, Plan and Agreement of Merger and Articles and Plan of Merger ("Articles, Plan and Agreement of Merger").

2. The General Corporation Law of the State of Maryland permits a merger of a business corporation of the State of Maryland with and into a business corporation of another jurisdiction. The General Corporation Law of the State of Delaware permits a merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction. The Business Corporation Act of the State of Florida permits a merger of a business corporation of another jurisdiction with and into a business corporation of the State of Florida.

3. The effective date of the Merger in the states of Maryland, Delaware and Florida shall be on November 15, 2003 (the "Effective Date").

4. Pursuant to the terms and conditions hereof, Retail and Pusser's MD are to be merged into Pusser's FL. Pusser's MD is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law on September 6, 1994 with its principal office in the State of Maryland located at 80 Compromise Street, Anne Arundel County, City of Annapolis, and the corporate existence of which will cease upon the Effective Date of the Merger in accordance with the provisions of the Maryland General Corporation Law. Retail is a corporation incorporated in the State of Delaware under the provisions of the Delaware General Corporation Law on March 29, 2000 with its principal office in the State of Delaware located at 1013 Centre Road, New Castle County, City of Wilmington and the corporate existence of which will cease upon the Effective Date of the Merger in accordance with the provisions of the Delaware General Corporation Law. Pusser's MD and Retail do not own any interest in land in the State of Maryland.

5. The name of the surviving corporation is Pusser's Inc., which is a corporation incorporated in the State of Florida under the provisions of the Florida Business Corporation Act on March 7, 1995, and which will continue its corporate existence under its present name pursuant to the Florida Business Corporation Act and the general laws of the State of Florida. The location of the principal office of Pusser's FL in the place of its organization is 426 South Atlantic Boulevard, Fort Lauderdale, FL. Pusser's FL has no principal office in the State of Maryland. The name and the address of the resident agent of Pusser's FL in the State of Maryland are as follows:

CSC-Lawyers Incorporating Service Company
11 East Chase Street
Baltimore, Maryland 21202

6. The Articles of Incorporation of Pusser's FL shall be the Articles of Incorporation of said surviving corporation on the Effective Date of the Merger and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act. No amendments to the Articles of Incorporation of Pusser's FL are to be effected as part of the Merger. The present bylaws of Pusser's FL will be the bylaws of Pusser's FL on the Effective Date of the Merger and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act. The directors and officers in office of Pusser's FL on the Effective Date of the Merger shall be the members of the board of directors and the officers of Pusser's FL, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of Pusser's FL.

7. The authorized share structure of each of the corporations which are a party to this Articles, Plan and Agreement of Merger at the time of execution hereof is as follows:

| | <u>Pusser's MD</u> | <u>Retail</u> | <u>Pusser's FL</u> |
|---|---|---|--|
| Total number of shares of all classes: | 1,000 | 1,000 | 200 |
| Number and par value of shares of each class: | 1,000 Shares of Common Stock Par Value of \$1.00 | 1,000 Shares of Common Stock Par Value of \$1.00 | None |
| Number of shares without par value of each class: | None | None | 200 Shares of Common Stock No Par Value |
| Aggregate par value of all shares with par value: | \$1,000 | \$1,000 | None |

8. Each issued share of stock of Pusser's MD and of Retail, shall, upon the Effective Date of the Merger, be cancelled. The shares of stock of Pusser's FL shall not be converted, but each said share which is issued as of the Effective Date of the Merger shall continue to represent one issued share of the stock of Pusser's FL.

9. Pusser's FL does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Retail, as well as for enforcement of any obligation of Retail arising from the Merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of Retail as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware. Pusser's FL does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

c/o Hill, Betts & Nash LLP
One World Financial Center
200 Liberty Street, 26th Floor
New York, NY 10281-10003

10. Immediately following the filing of this instrument with the Department of Assessments and Taxation of the State of Maryland, Pusser's FL hereby agrees:

- (i) to qualify to do intrastate, interstate and foreign business in the State of Maryland as a foreign corporation and in furtherance thereof to file a Foreign Corporation Qualification with the Department of Assessments and Taxation of the State of Maryland; and
- (ii) to cause the surrender of the authority of Retail to do business in South Carolina and in furtherance thereof to file with the Secretary of State of the State of South Carolina a copy of this Articles, Plan and Agreement of Merger as filed with and certified by the Secretary of State of the State of Delaware.

11. The terms and conditions of the Merger and this Articles, Plan and Agreement of Merger were debated, authorized, and approved by Pusser's MD in the manner required by its Articles of Incorporation and the provisions of the Maryland General Corporation Law in the manner hereinafter set forth. The board of directors of Pusser's MD have adopted a resolution declaring that the Merger of Pusser's MD and Retail into Pusser's FL, on substantially the terms and conditions set forth herein, is advisable, authorized, approved and recommended and such resolution of the Board of Directors was duly adopted by a written consent signed on October 20, 2003 by all of the members of the Board of Directors without a meeting. The Merger and this Articles, Plan and Agreement of Merger were duly approved and authorized on the terms and conditions set forth herein by the sole stockholder of Pusser's MD without a meeting by a written consent executed on October 20, 2003.

12. The terms and conditions of the Merger and this Articles, Plan and Agreement of Merger were debated, authorized, and approved by Retail in the manner required by its Certificate of Incorporation and the provisions of the Delaware General Corporation Law in the manner hereinafter set forth. The board of directors of Retail have adopted a resolution declaring that the Merger of Pusser's MD and Retail into Pusser's FL, on substantially the terms and conditions set forth herein, is advisable, authorized, approved and recommended and such resolution of the Board of Directors was duly adopted by a written consent signed on October 20, 2003 by all of the members of the Board of Directors without a meeting. The Merger and this Articles, Plan and Agreement of Merger were duly approved and authorized on the terms and conditions set forth herein by the sole stockholder of Retail without a meeting by a written consent executed on October 20, 2003.

13. The terms and conditions of the Merger and this Articles, Plan and Agreement of Merger were debated, authorized, and approved by Pusser's FL in the manner required by its Articles of Incorporation and the provisions of the Florida Business Corporation Act in the manner hereinafter set forth. The board of directors of Pusser's MD have adopted a resolution declaring that the Merger of Pusser's MD and Retail into Pusser's FL, on substantially the terms and conditions set forth herein, is advisable, authorized, approved and recommended and such resolution of the Board of Directors was duly adopted by a written consent signed on October 20,

2003 by all of the members of the Board of Directors without a meeting. The Merger and this Articles, Plan and Agreement of Merger were duly approved and authorized on the terms and conditions set forth herein by the sole stockholder of Pusser's FL without a meeting by a written consent executed on October 20, 2003.

14. Pusser's MD, Retail and Pusser's FL agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, the State of Maryland or the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware, the State of Maryland and the State of Florida and elsewhere to effectuate the Merger herein provided for.

15. The board of directors and the proper officers of Pusser's MD, Retail and Pusser's FL are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 hereof or of the Merger herein provided for.

IN WITNESS WHEREOF, this Articles, Plan and Agreement of Merger is hereby signed for and on behalf of:

- (i) Pusser's Inc., a Maryland corporation, by its President, who does hereby acknowledge that said instrument is the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts set forth herein with respect to authorization and approval of said Merger are true in all material respects to the best of his knowledge, information, and belief;
- (ii) Pusser's Retail, Inc., a Delaware corporation, by its President, who does hereby acknowledge that said instrument is the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts stated herein with respect to authorization and approval of said Merger are true in all material respects to the best of his knowledge, information, and belief, and
- (iii) Pusser's Inc., a Florida corporation, by its President, who does hereby acknowledge that said instrument is the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts stated therein with respect to authorization and approval of said Merger are true in all material respects to the best of his knowledge, information, and belief.

PUSSEY'S INC.,
a Maryland corporation

By: Charles S. Tobias
Charles S. Tobias, President

Attest:

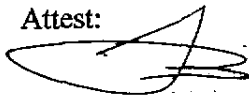
Lloyd De Vos, Secretary

Dated: October 20, 2003

PUSSEY'S RETAIL, INC.,
a Delaware corporation

By: Charles S. Tobias
Charles S. Tobias, President

Attest:



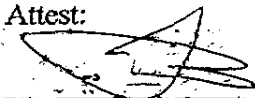
Lloyd De Vos, Secretary

Dated: October 20, 2003.

PUSSEY'S, INC.,
a Florida corporation

By: Charles S. Tobias
Charles S. Tobias, President

Attest:




Lloyd De Vos, Secretary

Dated: October 20, 2003

CERTIFICATE OF SECRETARY
OF
PUSSEY'S RETAIL, INC.,
a Delaware corporation

The undersigned, being the Secretary of PUSSEY'S RETAIL, INC., a Delaware corporation, does hereby certify that a written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of Pussey's Retail, Inc., in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: October 20, 2003



Lloyd De Vos Secretary of
Pussey's Retail, Inc.