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December 22, 1997

VIA AIRBORNE EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002391751--0
-12/23/97--01078--002
****140.00 *****70.00

Re: *Articles of Merger:*
Orlando Celebration, Inc. into Westgate Shellworld, Inc.
Florida Celebration, Inc. into World of Jeans, Inc.

FILED
97 DEC 23 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed herewith for filing on behalf of the referenced corporations are articles of merger. Subsequent to filing, please return the instruments to the undersigned. Filing fees in the amount of \$140 are likewise enclosed.

Sincerely,



Randall C. Smith

Enclosures

merger
LTS 1-7-98

P95000033023

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FLORIDA CELEBRATION, INC., a Florida corporation (Document
#P97000001075)

INTO

WORLD OF JEANS, INC., a Florida corporation, P95000033023.

File date: December 23, 1997

Corporate Specialist: Louise Flemming-Jackson

FILED

97 DEC 23 PM 3: 18

ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to F.S. § 607.1105, the undersigned corporations hereby adopt the following articles of merger for the purpose of merging:

1. The names of the corporations that are parties to the within merger are the following: FLORIDA CELEBRATION, INC. and *WORLD OF JEANS, INC.*, all Florida corporations, which latter corporation is the surviving corporation.

2. The following plan of merger was approved by the shareholders of each of the corporations which are parties to the within merger on the dates set forth below:

<u>Corporation</u>	<u>Date of Shareholder Approval</u>
Florida Celebration, Inc.	August 13, 1997
World of Jeans, Inc.	August 13, 1997

3. As to each of the undersigned corporations, the number of shares outstanding, all of a single class and entitled to vote, are as follows:

<u>Corporation</u>	<u>Number of Shares Outstanding</u>
Florida Celebration, Inc.	100
World of Jeans, Inc.	1,000

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan of merger are as follows:

<u>Corporation</u>	<u>Voted For</u>	<u>Voted Against</u>
Florida Celebration, Inc.	100	-0-
World of Jeans, Inc.	1,000	-0-

Dated: August 13, 1997

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed in their name by their duly authorized officers.

WORLD OF JEANS, INC.

By: Mohammed Battla
Mohammed Battla, President

FLORIDA CELEBRATION, INC.

By: Randall C. Smith
Randall C. Smith, President

COUNTY OF ORANGE

STATE OF FLORIDA

The undersigned, a notary public in and for the aforesaid jurisdiction, hereby certifies that before me personally appeared MOHAMMED N. BATTILA and RANDALL C. SMITH, subscribers of the foregoing instrument, personally well known to me, and affirmed under the penalties of perjury that the content thereof is true and correct to the best of their knowledge, information and belief, and executed in the capacities therein stated.

[SEAL]

Mujeeb Khan
Notary Public



MUJEEB KHAN
My Comm Exp. 9/25/99
Bonded By Service Ins
No. CC497939
☒ Personally Known ☐ Other I.D.

PLAN OF MERGER

Plan of merger dated this 13th day of August, 1997 between World of Jeans, Inc. ("World of Jeans"), hereinafter referred to as the surviving corporation, and Florida Celebration, Inc. ("Celebration") referred to as the absorbed corporation.

WHEREAS, Celebration is a corporation organized and existing under the laws of the State of Florida, with its principal office at 750 North Maitland Avenue, Maitland, Florida 32751.

WHEREAS, Celebration has a capitalization of 1,000 authorized shares of \$ 1 par value common stock, of which 100 shares are issued and outstanding.

WHEREAS, World of Jeans has a capitalization of 7,500 authorized shares of \$ 1 par value common stock, of which 1,000 shares are issued and outstanding.

WHEREAS, World of Jeans is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2921 Vineland Road, Kissimmee, Osceola County, Florida 34746, and

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Celebration be merged into World of Jeans pursuant to the provisions of Sections 607.1101 *et seq.* of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. *Merger.* Celebration shall merge with and into World of Jeans, which latter corporation shall be the surviving corporation.

Section Two. *Terms and Conditions.* On the effective date of the merger,

the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three.

Conversion of Shares.

The manner and basis of converting the shares of the absorbed corporations into shares of the surviving corporation are as follows:

(a) Each share of the common stock of Celebration issued and outstanding on the effective date of the merger shall be converted into ten shares of the common stock of World of Jeans, which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporations shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. *Changes in Articles of Incorporation.* The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger without amendment or change.

Section Five. *Changes in Bylaws.* The bylaws of the surviving corporation *World of Jeans* shall continue to be its bylaws following the effective date of the merger.

Section Six. *Directors and Officers.* The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. *Prohibited Transactions.* Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the parties may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. *Approval by Shareholders.* This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before August 31, 1997.

Section Nine. *Effective Date of Merger.* The effective date of this merger shall be August 13, 1997, unless a later effective date is prescribed by law.

Section Ten. *Abandonment of Merger.* This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporations

at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before August 31, 1997.

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporations, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. *Execution of Agreement.* This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date or date set forth below.

WORLD OF JEANS, INC.

By: 

Mohammed Battla, President

Date: August 13, 1997

FLORIDA CELEBRATION, INC.

By: 

Randall C. Smith, President

Date: August 13, 1997