

P9600056183

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE PARTY OUTLET OF MELBOURNE, INC., a Florida corporation, document
number L11794

INTO

PARTY OUTLET OF BREVARD, INC., a Florida corporation, P96000056183

File date: September 30, 1997

Corporate Specialist: Karen Gibson

CARITAL CONNECTION INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P96000056183

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-09/30/97--01040--012
****122.50 ****122.50

The Party Outlet of
Melbourne, Inc.

Melbourne
9/30

Signature _____

Requested by: du

Name _____

Date 9/30

Time 9:38

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
97 SEP 30 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 SEP 30 AM 10:50
DIVISION OF CORPORATION

ARTICLES OF MERGER
OF
THE PARTY OUTLET OF MELBOURNE, INC., a Florida Corporation,
into
PARTY OUTLET OF BREVARD, INC., a Florida Corporation,

FILED
97 SEP 30 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

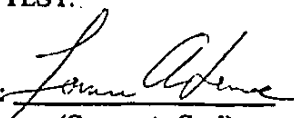
ARTICLES OF MERGER/SHARE EXCHANGE between THE PARTY OUTLET OF MELBOURNE, INC., a Florida corporation ("MELBOURNE") and PARTY OUTLET OF BREVARD, INC., a Florida corporation ("BREVARD").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") MELBOURNE and BREVARD adopt the following Articles of Merge:

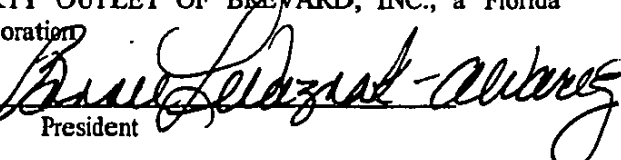
1. The Agreement and Plan of Merger dated as of September 30, 1997 ("Plan of Merger"), between MELBOURNE and BREVARD was approved and adopted by the shareholders of MELBOURNE on September 26, 1997 and was adopted by the shareholders of BREVARD on September 26, 1997.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of MELBOURNE's stock will be acquired by means of a merger of MELBOURNE into BREVARD with BREVARD being the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be midnight on September 30, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 26 day of September, 1997.

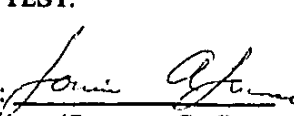
ATTEST:

By: 
(Corporate Seal)

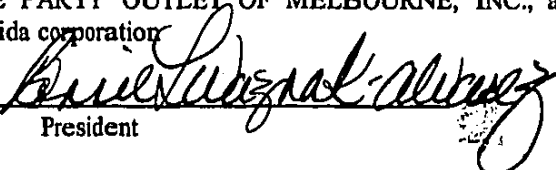
PARTY OUTLET OF BREVARD, INC., a Florida corporation

By: 
President

ATTEST:

By: 
(Corporate Seal)

THE PARTY OUTLET OF MELBOURNE, INC., a Florida corporation

By: 
President

PLAN OF MERGER

Merger between PARTY OUTLET OF BREVARD, INC., (the "Surviving Corp.") and THE PARTY OUTLET OF MELBOURNE, INC., (the "Disappearing Corp."), (collectively the "Constituent Corporations") dated September 26, 1997. This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 1.667 shares of common stock of Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. [Intentionally omitted.]

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be September 30, 1997.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in

whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

9. **Termination.** At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

ATTEST:

By: *James A. June*
(Corporate Seal)

PARTY OUTLET OF BREVARD, INC., a Florida corporation

By: *Bonnie R. Williams*
President

ATTEST:

By: *James A. June*
(Corporate Seal)

THE PARTY OUTLET OF MELBOURNE, INC., a Florida corporation

By: *Bonnie R. Williams*
President