

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P96000077645

441 Hollywood, Inc.

200002396562-5  
-01/12/98-01025-006  
\*\*\*\*105.00 \*\*\*\*105.00

_____	Art of Inc. File_____
_____	LTD Partnership File_____
_____	Foreign Corp. File_____
_____	L.C. File_____
_____	Fictitious Name File_____
_____	Name Reservation_____
<input checked="" type="checkbox"/>	Merger File_____
_____	Art. of Amend. File_____
_____	RA Resignation_____
_____	Dissolution / Withdrawal_____
_____	Annual Report / Reinstatement_____
_____	Cert. Copy_____
<input checked="" type="checkbox"/>	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  
98 JAN 14 PM 4: 3  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
98 JAN 12 AM 10: 35  
DIVISION OF CORPORATION  
Merger

Signature \_\_\_\_\_

Requested by: Ches 1/12 1019  
Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_  
Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

441 HOLLYWOOD, INC., a Florida corporation, P94000031199

HOLLYWOOD FASHION, INC., a Florida corporation, P96000088330

INTO

**HOLLYWOOD FASHION MALL, INC.,** a Florida corporation, P96000077645.

File date: January 14, 1998

Corporate Specialist: Joy Moon-French



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 12, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: HOLLYWOOD FASHION MALL, INC.  
Ref. Number: P96000077645

We have received your document for HOLLYWOOD FASHION MALL, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

HOLLYWOOD FASHION, INC., was administratively dissolved for failure to file the 1997 annual report. This entity must be reinstated before the merger can be filed. The total amount due to reinstate is \$900.

The name of the surviving corporation is incorrect in the signature area, please remove the extra comma.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 498A00001647

RECEIVED  
98 JAN 14 PM 12:13  
DIVISION OF CORPORATIONS  
*Corrected*

ARTICLES OF MERGER

OF

441 HOLLYWOOD, INC., a Florida corporation

and

HOLLYWOOD FASHION, INC., a Florida corporation

INTO

HOLLYWOOD FASHION MALL, INC., a Florida corporation

Hollywood Fashion, Inc., a Florida corporation, and 441 Hollywood, Inc. a Florida corporation (collectively, the "Absorbed Corporations"), and Hollywood Fashion Mall, Inc., a Florida corporation ("Surviving Corporation") all of which are validly existing corporations, have 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. Absorbed Corporations shall merge into Surviving Corporation so that Surviving Corporation is the surviving corporation. Absorbed Corporations shall cease and the Surviving Corporation shall succeed to all of the rights, privileges and property of the Absorbed Corporations without the necessity of a separate transfer. The Surviving Corporation shall be responsible for the liabilities and obligations of the Absorbed Corporations and the rights of creditors of the Absorbed Corporations shall not be impaired by the merger.

b. The shareholders of Absorbed Corporations shall convert their shares so that the shareholders of 441 Hollywood, Inc. shall exchange their shares for 25% of the issued and outstanding stock of Surviving Corporation and the shareholders of Hollywood Fashion, Inc. shall exchange their shares for 25% of the issued and outstanding stock of Surviving Corporation.

c. There shall be no changes to the Articles of Incorporation of Surviving Corporation by virtue of this merger.

FILED

98 JAN 14 PM 4:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II  
SHAREHOLDER APPROVAL

The shareholders of both the Surviving Corporation and the Absorbed Corporations unanimously approved the Plan of Merger and authorized the merger on May 16, 1997.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 29 day of May, 1997.

Surviving Corporation

Hollywood Fashion Mall, Inc.  
a Florida corporation

by: William Neuman  
its Pres., William Neuman

Absorbed Corporations

Hollywood Fashion, Inc.  
a Florida corporation

by: William Neuman  
its Pres., William Neuman

441 Hollywood, Inc.  
a Florida corporation

by: Neil Studnik  
its Pres., Neil Studnik