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September 5, 1997

**BY FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Merger of Sole Solutions, Inc. ( a Florida Corporation) into  
Sole Solutions, Inc. (a Delaware Corporation)

Dear Sir/Madam:

Enclosed for filing are the following:

000002288440--7  
-09/09/97-01058-016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

1. An original and one copy of Articles of Merger; and
2. A check in the amount of \$70 representing the filing fee for the Articles of Merger.

Please date stamp the enclosed copy of the Articles of Merger and return it to the undersigned in the enclosed self-addressed return envelope.

Very truly yours,

*Neil A. Smith*

Neil A. Smith  
Legal Assistant

NAS/jml  
Enclosures

cc: David L. Lougee, Esq.

97 SEP -9 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SOLE SOLUTIONS, INC., a florida corporation, P96000096722

INTO

**SOLE SOLUTIONS, INC.**, a Delaware corporation not qualified in Florida.

File date: September 9, 1997


Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER  
OF SOLE SOLUTIONS, INC. (A FLORIDA CORPORATION)  
INTO SOLE SOLUTIONS, INC. (A DELAWARE CORPORATION)**

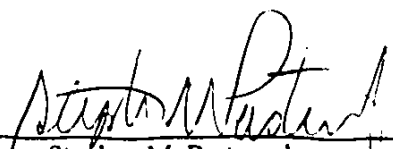
Pursuant to §607.1105 of the Florida Corporations Law, the undersigned hereby certifies as follows:

1. Attached hereto as Exhibit A is a copy of the Agreement and Plan of Merger dated as of August 13, 1997 (the "Plan of Merger") between Sole Solutions, Inc., a Florida corporation ("Sole Solutions Florida"), and Sole Solutions, Inc., a Delaware corporation ("Sole Solutions Delaware").
2. The effective date of the merger contemplated in the Plan of Merger is the date on which a Certificate of Merger or Articles of Merger, as appropriate, has been filed with the Secretaries of the State of Florida and the State of Delaware in accordance with the applicable laws of those states.
3. The Plan of Merger was adopted by the Board of Directors and stockholders of Sole Solutions Florida as of August 11, 1997 (such stockholders having approved the Plan of Merger by written consent pursuant to §607.0704 of the Florida Corporations Law).
4. The Plan of Merger was adopted by the Board of Directors of Sole Solutions Delaware as of August 11, 1997 (stockholder approval not being required under Delaware Law).

SOLE SOLUTIONS, INC.  
(A Florida Corporation)

By:   
Name: Stephen M. Pasternak  
Title:

SOLE SOLUTIONS, INC.  
(A Delaware Corporation)

By:   
Name: Stephen M. Pasternak  
Title: President

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of August 13, 1997, is entered into by and between SOLE SOLUTIONS, INC., a Florida corporation ("Sole Solutions (Florida)"), and SOLE SOLUTIONS, INC., a Delaware corporation ("Sole Solutions").

**RECITALS**

A. Sole Solutions is a newly-formed Delaware corporation which has not yet issued any shares of its stock.

B. The Board of Directors of Sole Solutions (Florida) deems it advisable to merge Sole Solutions (Florida) with and into Sole Solutions under the charter of Sole Solutions, thereby becoming a Delaware corporation, all as more particularly set forth herein.

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements herein contained, and of the mutual benefits to be derived from this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Sole Solutions (Florida) and Sole Solutions hereby agree as follows:

**ARTICLE I**

1.1 Merger; Effect of Merger. On the Effective Date (as defined in Section 1.4 below), Sole Solutions (Florida) shall be merged (the "Merger") with and into Sole Solutions (the resulting entity being hereinafter referred to as the "Surviving Corporation"). The Merger shall have the effects set forth in the General Corporation Law of the State of Delaware and the Corporation Law of the State of Florida. Without limiting the generality of the foregoing, the separate existence of Sole Solutions (Florida) shall cease, and the Surviving Corporation shall succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of Sole Solutions (Florida).

1.2 Name, Certificate of Incorporation and By-Laws. The name, Certificate of Incorporation and By-laws of the Surviving Corporation shall be those of Sole Solutions until amended as provided by applicable law.

1.3 Directors and Officers. On or after the Effective Date and the investment in the Surviving Corporation by Ripley Industries, Inc., the size of the Board of Directors of the Surviving Corporation shall be increased to four members and the initial members of the Board of Directors of the Surviving Corporation shall be Stephen M. Pasternak, Clara Techin Wang, Allan S. Dunkerly, and Jack Sullivan. On or after the Effective Date and the investment in the Surviving Corporation by Ripley Industries, Inc., the officers of the Surviving Corporation shall be as set forth below:

President:	Stephen M. Pasternak
Treasurer:	Stephen M. Pasternak
Secretary:	Stephen M. Pasternak

1.4 Effective Date. The Merger shall become effective (the "Effective Date") upon the filing of this Agreement, a Certificate of Merger or Articles of Merger, as

appropriate, with the Secretaries of State of the State of Florida and the State of Delaware in accordance with the applicable laws of those states.

## ARTICLE II

2.1 Stock of Sole Solutions Unchanged. On and after the Effective Date, each issued and outstanding share of common stock of Sole Solutions, if any, shall remain outstanding and unchanged by the Merger.

2.2 Conversion of Stock of Sole Solutions (Florida). On the Effective Date:

(a) Each share of common stock of Sole Solutions (Florida) issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and represent the right to receive one-half (1/2) share of common stock, par value \$.01 per share, of the Surviving Corporation, which shall be validly issued, fully paid and nonassessable.

(b) After the Effective Date, each holder of a certificate evidencing outstanding shares of common stock of Sole Solutions (Florida), upon surrender of such certificate to the Surviving Corporation, shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of common stock of the Surviving Corporation into which shares of common stock of Sole Solutions (Florida) represented by the certificate or certificates so surrendered shall have been converted; provided, however, that until so surrendered, each outstanding certificate which, prior to the Effective Date, represented common stock of Sole Solutions (Florida) shall be deemed to evidence the right to receive the number of shares of common stock of the Surviving Corporation into which the shares of common stock of Sole Solutions (Florida) represented thereby shall have been converted.

## ARTICLE III

3.1 Amendment. To the extent permitted by applicable law, this Agreement may be amended, modified or supplemented at any time or times prior to the Effective Date.

3.2 Applicable Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware.

3.3 Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed an original, but all of which counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound  
thereby, have caused this Agreement to be executed by their respective proper officers as of  
the day and year first above written.

SOLE SOLUTIONS, INC.,  
a Florida corporation

By: 

Name: Stephen M. Pasternak

Title:

SOLE SOLUTIONS, INC.,  
a Delaware corporation

By: 

Name: Stephen M. Pasternak

Title: President