

P96000102177

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ALPERT TEXTILE CO., INC., a Pennsylvania corporation, not qualified in Florida

INTO

MAXNEY, CORP., a Florida corporation, P96000102177

File date: March 17, 1997

Corporate Specialist: Linda Stitt

3/13/97

P96000102177

DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:46 PM

((H97000004360 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MAXNEY, CORP.

AUDIT NUMBER.....H97000004360

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:08:26

RECEIVED

97 MAR 14 AM 7:49

DIVISION OF CORPORATIONS

Coropmer  
Linda

FILED  
97 MAR 17 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00580, 00561, 00710, 02277, 08671



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 14, 1997

MAXNEY, CORP.  
2 GROVE ISLE DRIVE APT 805  
COCONUT GROVE, FL 33133

SUBJECT: MAXNEY, CORP.  
REF: P96000102177

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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 (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H27000004360  
Letter Number: 497A00013023

H97000004360

④

ARTICLES OF MERGER  
of  
ALPERT TEXTILE CO., INC.  
into  
MAXNEY, CORP.

FILED  
97 MAR 17 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the General Association Act of the Commonwealth of Pennsylvania, ALPERT TEXTILE CO., INC., a Pennsylvania corporation (the "Acquired Corporation"), hereby adopts the following Articles of Merger for the purpose of merging the Acquired Corporation into MAXNEY, CORP., a Florida corporation:

FIRST: The surviving corporation shall be MAXNEY, CORP. (the "Acquiror")

SECOND: The Agreement and Plan of Merger, dated as of December 19, 1996, of the Acquired Corporation (the "Plan of Merger") was authorized and approved by the Boards of Directors and members of the Acquired Corporation in the manner and by the vote required by their articles of incorporation and the laws of the State of Pennsylvania, the state of their incorporation, by at least two-thirds of the votes which members of the Acquired Corporation present or represented by proxy were entitled to cast at a meeting at which a quorum was present, on December 19, 1996, in accordance with the General Association Act and the Florida Corporation Act.

THIRD: Pursuant to the Plan of Merger, at the effective date of the Merger, the Articles of Incorporation of Acquiror, the surviving corporation, shall be the Articles of Incorporation now in existence.

FOURTH: Pursuant to the Plan of Merger, at the effective date of the Merger, the Bylaws of Acquiror, the surviving corporation, shall be the Bylaws attached hereto as Exhibit "A" and by this reference incorporated herein.

FIFTH: The Merger as set forth in these Articles of Merger shall be effective at 12:01 a.m. Eastern Standard Time, on December 19, 1996.

IN WITNESS WHEREOF, Acquired Corporation and Acquiror have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective presidents and secretaries, as of the 27<sup>th</sup> day of February, 1997.

(305)935-3500

Norman Leopold, Esq. (FBN. 163360)

20801 Biscayne Blvd. # 501

Aventura, FL 33180

Page 1

WORK\COMP\MAX\MERGER\ARTICLES

H97000004360

H97000004360

ACQUIRED CORPORATION:

ALPERT TEXTILE CO., INC., a  
Pennsylvania corporation

By: Ruth A. Englander  
Name: Ruth A. Englander  
Title: President

ATTEST: Ruth A. Englander  
Secretary

[CORPORATE SEAL]

ACQUIROR:

MAXNEY, CORP., a Florida  
corporation

By: Ruth A. Englander  
Name: Ruth A. Englander  
Title: President

ATTEST: Ruth A. Englander  
Secretary

[CORPORATE SEAL]

THE UNDERSIGNED President of Acquired Corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges that she executed, in the name and on behalf of said corporation, the foregoing Articles of Merger, as the corporate act of said corporation.

By: Ruth A. Englander  
Name: Ruth A. Englander  
Title: President

THE UNDERSIGNED President of Acquiror, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges that she executed, in the name and on behalf of said corporation, the foregoing

H97000004360

H97000004360

Articles of Merger, as the corporate act of said corporation.

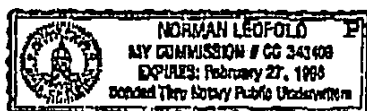
By: Ruth A. Englander  
 Name: Ruth A. Englander  
 Title: President

STATE OF FLORIDA  
 COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27  
 day of Feb., 1997, by RUTH A. ENGLANDER, as President of  
 ALPERT TEXTILE CO., INC., a Pennsylvania corporation, on behalf of  
 the corporation, who is personally known to me or produced \_\_\_\_\_  
 as identification.

Norman Leopold  
 Notary Public, State of Florida

My commission expires:



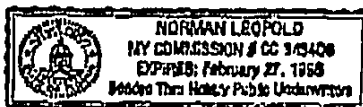
Norman Leopold  
 Print name of notary public

STATE OF FLORIDA  
 COUNTY OF DADE

The foregoing instrument was acknowledged before me this 27  
 day of Feb., 1997, by RUTH A. ENGLANDER, as President of  
 MAXNEY, CORP., a Florida corporation, on behalf of the corporation,  
 who is personally known to me or produced \_\_\_\_\_  
 as identification.

Norman Leopold  
 Notary Public, State of Florida

My commission expires:



Norman Leopold  
 Print name of notary public

H97000004360

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of February 2, 1997, is made by and between ALPERT TEXTILE CO., INC., a Pennsylvania corporation ("Alpert"), said corporation being referred to as the "Merging Corporation", and MAXNEY, CORP., a Florida corporation ("Surviving Corporation") (the Merging Corporation and the Surviving Corporation are referred to as the "Constituent Corporations").

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interest of the Constituent Corporations that the Merging Corporation be merged with and into the Surviving Corporation, under the laws of the State of Florida, pursuant to the terms and conditions set forth herein.

NOW THEREFORE, for and in consideration of the mutual promises and covenants herein set forth, and for other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

ARTICLE I  
THE MERGER

1.1 The Merger and Certain Effects. On the Merger Date (as defined in Article 2.1 hereof), the Merging Corporation shall merge into the Surviving Corporation (the "Merger"), and the separate corporate existence and identity of ALPERT TEXTILE CO., INC. shall cease. At such time, the Surviving Corporation shall have vested in it and shall possess all the rights, privileges, powers, franchises, properties and assets, of a public as well as of a private nature. The title to any real estate, or any interest therein, vested by deed or otherwise in the Merging Corporation shall not revert or in any way be impaired by the reason of the Merger, but shall be deemed vested in the Surviving Corporation.

1.2 Rights and Privileges upon Merger. Except as herein otherwise specifically set forth, from and after the Merger Date, the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all the property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and in all such property, rights, privileges, immunities and franchises, of a public as well as of a

Prepared by: Norman Leopold, Esq. (305) 935-3500  
20801 Biscayne Blvd #501 AVENTURA, FL 33180  
FBN. 163360

\\WORK\CORP\VALLEYVIEW\MERGE.A

H97000004360  
P.03/15

EMPIRE CORPORATE KIT

MAR-17-1997 12:31

FILED  
97 MAR 17 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000004360

private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

1.3 From and after the Merger Date, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Corporation Act, Chapter 607 of the Florida Statutes, and shall be liable and responsible for all the liabilities and obligations of the Merging Corporation. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

## ARTICLE II TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 Merger Date. Upon filing of Articles of Merger, substantially in the form attached hereto as Exhibit 1, in accordance with the Florida Corporation Act, Chapter 607 of the Florida Statutes, the Merger shall become effective as of December 18, 1996, (the "Merger Date").

2.2 Action to Complete Merger. Prior to the Merger Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger in accordance with the requirements set forth pursuant to section 368 of the Internal Revenue Code. If at any time after the Merger Date, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges, and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.



H97000004360

**ARTICLE III  
ARTICLES OF INCORPORATION; BYLAWS;  
BOARD OF DIRECTORS; OFFICERS**

**3.1 Articles of Incorporation.** From and after the Merger Date, the Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

**3.2 Bylaws.** From and after the Merger Date, the Bylaws of the Surviving Corporation shall continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

**3.3 Directors.** From and after the Merger Date, the members of the Board of Directors of the Surviving Corporation shall continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

**3.4 Officers.** From and after the Merger Date, the officers of the surviving corporation shall consist of the officers elected by its Board of Directors from time to time as provided in its Articles of Incorporation and Bylaws.

**ARTICLE IV  
CONVERSION OF SHARES**

**4.1 Shares of Stock in Surviving Corporation.** The Surviving Corporation presently has Two Thousand Five Hundred (2,500) shares, of which One Hundred (100) shares of \$1.00 par value common stock have been issued and are outstanding.

**4.2 Shares of Stock in Merging Corporations.** The Merging Corporation presently have authorized, issued and outstanding the following shares of stock:

<u>Name of Corp.</u>	<u># of authorized shares</u>	<u># of issued shares</u>
Alpert Textile Co., Inc.	1,500	440

**4.3 Present Ownership of Stock in Surviving Corporation.** The present ownership of the stock in the Surviving Corporation is as follows:

<u>Name of Corp.</u>	<u>Name of Stockholder</u>	<u># of issued shares</u>
----------------------	----------------------------	---------------------------

H97000004360

Maxney, Corp. Ruth A. Englander, as Trustee 100

4.4 Present Ownership of Stock in Merging Corporation. The present ownership of the stock in the Merging Corporation is as follows:

<u>Name of Corp.</u>	<u>Name of Stockholder</u>	<u># of issued shares</u>
Alpert Textile Co., Inc.	Ruth A. Englander, as Trustee	440

4.5 Issuance of Stock from Merging Corporation to Surviving Corporation. As of the Merger Date, each issued and outstanding share of the Merging Corporation shall be converted into one (1) share of the Surviving Corporation. After the Merger Date, each holder of an outstanding certificate or certificates theretofore representing shares of the Merging Corporation may, but shall not be required to, surrender the same to the Surviving Corporation for cancellation or transfer, and each holder or transferee will be entitled to receive certificates representing, respectively, one (1) share of the Surviving Corporation for every (1) share of stock in each of the Merging Corporation, represented by the stock certificates surrendered. No other cash, shares, securities or obligations will be distributed or issued upon conversion of stock to the Surviving Corporation. This Agreement of Merger shall not affect the number of shares currently held by stockholders of the Surviving Corporation, although their interests will become diluted as a result of this merger.

4.6 Post-Merger Ownership of Stock in Surviving Corporation. As of the Merger Date, the ownership of the stock in the Surviving Corporation will be as follows:

<u>Name of Corp.</u>	<u>Name of Stockholder</u>	<u># of issued shares</u>
Maxney, Corp.	Ruth A. Englander, as Trustee	540

4.7 Adoption by Merging Corporation. The President and Secretary of the Merging Corporation, by executing this Agreement and Plan of Merger, verify the adoption of this Agreement and Plan of Merger by a vote of at least two-thirds of the stockholders present or represented by proxy at a shareholders' meeting of the Merging Corporation held for this purpose at which a quorum was present.

4.8 Law Governing. This Agreement and Plan of Merger shall be governed in all respects, including validity, interpretations and effect, by the laws of the State of Florida.



H97000004360

ALPERT TEXTILE CO., INC.  
UNANIMOUS WRITTEN CONSENT  
TO INFORMAL ACTION BY THE SHAREHOLDERS

The undersigned, being all of the shareholders of ALPERT TEXTILE CO., INC., a Pennsylvania corporation (the "Corporation"), pursuant to the provisions of the General Association Act of the Commonwealth of Pennsylvania, do hereby waive any and all requirements for the holding of a meeting of the shareholders, do hereby waive any and all requirements for notice that dissenting shareholders are entitled to be paid the fair value for shares of the Corporation's stock pursuant to §607.1103(4) of the Florida Corporation Act and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Maxney, Corp.

WHEREAS, in the opinion of this Board of Directors, it is advisable and in the best interest of the Corporation and its shareholders that the Corporation be merged with and into the Corporation pursuant to the provisions of the Florida Corporation Act; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF ALPERT TEXTILE CO., INC. WITH AND INTO MAXNEY, CORP. (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

WHEREAS, the Board of Directors of the Corporation has approved and adopted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER OF ALPERT TEXTILE CO., INC. WITH AND INTO MAXNEY, CORP. (the "ARTICLES OF MERGER"), a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, and have submitted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER to the shareholders to be approved and adopted; and

WHEREAS, in the opinion of the shareholders of the Corporation, it is advisable and in the best interest of the shareholders and the Corporation that ALPERT TEXTILE CO., INC. be merged with and into MAXNEY, CORP.

NOW THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER, as approved and adopted by the Board of Directors of the Corporation, be, and the same hereby are, approved and adopted; and

H97000004360

FURTHER RESOLVED, that the undersigned shareholders do hereby waive and relinquish any and all rights of dissenting shareholders provided by §607.1103(4) of the Florida Corporation Act; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to execute and file the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER in accordance with §607.1101 of the Florida Corporation Act; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do such acts and things and to execute such documents, agreements and certificates when executed, and to take all such other action, with any such person as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the shareholders of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the shareholders of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholders have hereunto set their hands and seals on this 27 day of Feb, 1997.

SHAREHOLDERS:

Ruth A. Englander (SEAL)  
Ruth A. Englander

H97000004 360

**ALPERT TEXTILE CO., INC.  
UNANIMOUS WRITTEN CONSENT  
TO INFORMAL ACTION BY THE BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors of ALPERT TEXTILE CO., INC., a Pennsylvania corporation (the "Corporation"), pursuant to the provisions of the General Association Act of the Commonwealth of Pennsylvania, do hereby waive any and all requirements for the holding of a meeting of the Board of Directors of the Corporation and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

**Approval of Merger with Alpert Textile Co., Inc.**

WHEREAS, in the opinion of this Board of Directors, it is advisable and in the best interest of the Corporation and its shareholders that the Corporation be merged with and into MAXNEY, CORP. pursuant to the provisions of the Florida Corporation Act; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF ALPERT TEXTILE CO., INC. WITH AND INTO MAXNEY, CORP. (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER OF ALPERT TEXTILE CO., INC. WITH AND INTO MAXNEY, CORP. (the "ARTICLES OF MERGER"), a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and FURTHER RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER be submitted to the shareholders of the Corporation to be approved and adopted; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and

H97000004 360

Page 1

\\001\corp\maxney\merger\resoluts.2

H97000004360

certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the Directors of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Board of Directors of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation. This document may be signed in counterparts.

IN WITNESS WHEREOF, the undersigned Directors have hereunto set their hands and seals on this 22 day of Feb, 1997.

DIRECTORS:

Ruth A. Englander (SEAL)  
Ruth A. Englander

H97000004360

Page 2

\\MOR\corp\LEGAL\WORKING\RESOLUT.1

H97000004360

**MAXNEY, CORP.  
UNANIMOUS WRITTEN CONSENT  
TO INFORMAL ACTION BY THE BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors of MAXNEY, CORP., a Florida corporation (the "Corporation"), pursuant the provisions of §607.1101 of the Florida Corporation Act, do hereby waive any and all requirements for the holding of a meeting of the Board of Directors of the Corporation and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Alpert Textile Co., Inc.

WHEREAS, in the opinion of this Board of Directors, it is advisable and in the best interest of the Corporation and its shareholders that ALPERT TEXTILE CO., INC. be merged with and into the Corporation pursuant to the provisions of the Florida Corporation Act; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF ALPERT TEXTILE CO., INC. WITH AND INTO MAXNEY, CORP. (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER OF ALPERT TEXTILE CO., INC. WITH AND INTO MAXNEY, CORP. (the "ARTICLES OF MERGER"), a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and FURTHER RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER be submitted to the shareholders of the Corporation to be approved and adopted; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and

H97000004360

Page 1

\\WORK\COMP\MAXNEY\MERGER\RESOLUT.1



H97000004360

certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the Directors of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Board of Directors of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation. This document may be signed in counterparts.

IN WITNESS WHEREOF, the undersigned directors have hereunto set their hands and seals on this 27 day of Feb, 1997.

DIRECTORS:

Ruth A. Englander (SEAL)  
Ruth A. Englander



H97000004360

**MAXNEY, CORP.  
UNANIMOUS WRITTEN CONSENT  
TO INFORMAL ACTION BY THE SHAREHOLDERS**

The undersigned, being all of the shareholders of MAXNEY, CORP., a Florida corporation (the "Corporation"), pursuant to the provisions of §607.1101 of the Florida Corporation Act, do hereby waive any and all requirements for the holding of a meeting of the shareholders, do hereby waive any and all requirements for notice that dissenting shareholders are entitled to be paid the fair value for shares of the Corporation's stock pursuant to §607.1103(4) of the Florida Corporation Act and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Alpert Textile Co., Inc.

WHEREAS, in the opinion of this Board of Directors, it is advisable and in the best interest of the Corporation and its shareholders that ALPERT TEXTILE CO., INC. be merged with and into the Corporation pursuant to the provisions of the Florida Corporation Act; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF ALPERT TEXTILE CO., INC. WITH AND INTO MAXNEY, CORP. (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

WHEREAS, the Board of Directors of the Corporation has approved and adopted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER OF ALPERT TEXTILE CO., INC. WITH AND INTO MAXNEY, CORP. (the "ARTICLES OF MERGER"), a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, and have submitted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER to the shareholders to be approved and adopted; and

WHEREAS, in the opinion of the shareholders of the Corporation, it is advisable and in the best interest of the shareholders and the Corporation that ALPERT TEXTILE CO., INC. be merged with and into the Corporation.

NOW THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER, as approved and adopted by the Board of Directors of the Corporation, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the undersigned shareholders do hereby waive and relinquish any and all rights of dissenting

H97000004 360

shareholders provided by §607.1103(4) of the Florida Corporation Act; and

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to execute and file the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER in accordance with §607.1101 of the Florida Corporation Act; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do such acts and things and to execute such documents, agreements and certificates when executed, and to take all such other action, with any such person as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the shareholders of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the shareholders of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholders have hereunto set their hands and seals on this 27 day of Feb., 1997.

SHAREHOLDERS:

Ruth A. Englander (SEAL)  
Ruth A. Englander



H97000004 360