

P97000002015

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MERGER OR SHARE EXCHANGE

SOUTHERN BUTTONS OF FLORIDA, INC.

W99-13476

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SOUTHERN BUTTON INDUSTRIES, LTD., A FLORIDA LIMITED
PARTNERSHIP

A97000000178

INTO

SOUTHERN BUTTONS OF FLORIDA, INC., a Florida corporation,
P97000002015.

File date: June 8, 1999

Corporate Specialist: Michelle Hodges

ARTICLES OF MERGER
OF
SOUTHERN BUTTON INDUSTRIES, LTD., A FLORIDA LIMITED PARTNERSHIP
INTO
SOUTHERN BUTTONS OF FLORIDA, INC., A FLORIDA CORPORATION

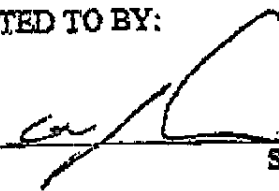
^{A97-178}
ARTICLES OF MERGER between Southern Button Industries, Ltd. ("SBI"), a Florida limited partnership, and Southern Buttons of Florida, Inc. ("SBF"), a Florida corporation

¹⁹⁷⁻²⁰¹⁵
Pursuant to Sections 607.1108, et seq. and 620.201 et seq., Florida statutes (1998), SBI and SBF adopt the following Articles of Merger:

1. The Agreement and Plan of Merger ("Plan of Merger"), entered between SBI and SBF effective on May 1, 1999, was approved and adopted by the general partner and all limited partners of SBI, and was approved and adopted by the shareholders of SBF on May 8, 1999.
2. Pursuant to the Plan of Merger, all partnership interests not already owned by SBF will be acquired by means of a merger of SBI into SBF, the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated herein by reference as if fully set forth.
4. Pursuant to Sections 607.1109 and 620.204, Florida Statutes (1998), the date and time of the effectiveness of the Merger shall be the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 8 day of JUNE, 1999.

ATTESTED TO BY:


Secretary

SBI:

Southern Button Industries, Ltd.
a Florida limited partnership

By: Southern Button Management Inc.
a Delaware corporation
its sole general partner

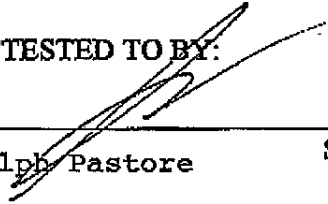
By: 
David E. Taylor, as President

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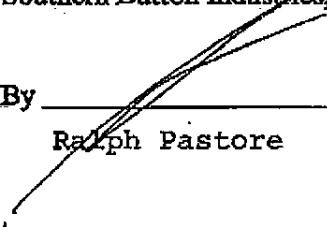
SBF:

**Southern Buttons of Florida, Inc.
a Florida corporation, individually
and as sole limited partner of
Southern Button Industries, Ltd.**

ATTESTED TO BY:



Ralph Pastore Secretary

By 

Ralph Pastore as President

PLAN OF MERGER

Merger between Southern Buttons of Florida, Inc, a Florida corporation, (the "Surviving Corporation") and Southern Button Industries, Ltd., a Florida limited partnership (the "Merged Entity"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 607.1108, et seq., Chapter 607, Florida Statutes (1998), and Section 620.201 et seq. of Chapter 620, Florida Statutes (1998).

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, 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 Corporation from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Partners of the Merged Entity.** Upon the Effective Date, the Merged Entity will be acquired and it will be paid its percentage interest fair market value, determined and agreed to be Eight Thousand One Hundred Fifty Dollars (\$8,150.00) for each One Percent (1%) interest of the partnership acquired by the Surviving Corporation. The Surviving Corporation is also the sole limited partner, owning a ninety-nine percent (99%) interest in the Merged Entity. The only interest of the Merged Entity not owned by the Surviving Corporation is the one percent (1%) General Partner interest of the Merged Entity. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's stock.

3. **Effect of Merger.** On the Effective Date, the separate existence of the Merged Entity shall cease, and the Surviving Corporation shall be fully vested in the Merged Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 620.204, Florida Statutes (1998).

4. **Supplemental Action.** If at any time after the Effective Date the Surviving Corporation 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 the Surviving Corporation or the authorized representative General Partner of the Merged Entity, as the case may be, shall execute and deliver, on the request of the Surviving Corporation, 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 the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

5. **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, the Merged Entity and the Surviving Corporation shall cause their respective authorized representative 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 the Surviving Corporations to the Florida Secretary of State. In accordance with Section

EXHIBIT "A"

Jerald S. Beer, Esq., 515 No. Flagler Dr., 19th Floor, West Palm Beach, Florida 33401
561-832-5900; Florida Bar No.: 310311

607.1109 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be, the filing date of the Articles, as specified herein or in the Agreement of Reorganization.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the parties hereto which is, or the partners, or shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors or General Partner of such party, or by the General Partner of such party, as the case may be, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Surviving Corporation and the General Partner of the Merged Entity 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 the appropriate section of Chapters 607 and 620, Florida Statutes (1998).

7. 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 the Surviving Corporation and the General Partner of the Merged Entity, notwithstanding favorable action by the shareholders of the respective Surviving Corporation or favorable acts by the General Partner and/or limited partners of the Merged Entity.

KLAAGACORPFORMSMERGER.PLN.0419

Jerald S. Beer, Esq., 515 No. Flagler Dr., 19th Floor, West Palm Beach, Florida 33401
561-832-5900; Florida Bar No.: 310311

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BOOSE, CASEY, CIRLIN, FAX:561-820-0389