

5/18/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: LUIS URIARTE
PHONE: (305)672-0686

ACCT#: 110432003053

FAX #: (305)672-9110

NAME: SUPERIOR UNIFORM GROUP, INC.

AUDIT NUMBER.....H98000009309

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..1

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

See 5/19

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05/19/98 07:46 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1998

SUPERIOR UNIFORM GROUP, INC.
10099 SEMINOLE BLVD
SEMINOLE, FL 33772-2539

SUBJECT: SUPERIOR UNIFORM GROUP, INC.
REF: P97000046412

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.

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Teresa Brown
Corporate Specialist

FAX Aud. #: H98000009309
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

5/18/98

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUPERIOR SURGICAL MFG CO., INC., a New York corporation, 823515

INTO

SUPERIOR UNIFORM GROUP, INC., a Florida corporation, P97000046412

File date: May 19, 1998

Corporate Specialist: Teresa Brown

MAY -19 98 (TUE) 10:17

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
SUPERIOR SURGICAL MFG. CO., INC.
a New York corporation

FILED
98 MAY 19 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTO

SUPERIOR UNIFORM GROUP, INC.
a Florida corporation

Pursuant to Florida Statutes Section 607.1101 entitled "Merger", the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and the shareholders of Superior Surgical Mfg. Co., Inc., a New York corporation (the "Merged Corporation") as of February 6, 1998 and May 8, 1998, respectively. The Plan of Merger was adopted by the Board of Directors of Superior Uniform Group, Inc., a Florida corporation (the "Surviving Corporation"), as of February 6, 1998. The shareholders of the Surviving Corporation were not required to approve the Plan of Merger.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date these Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 11 day of May, 1998.

MERGED CORPORATION:

SUPERIOR SURGICAL MFG. CO., INC.

By: 

Name: GERALD M. BENSTOCK
Title: CHAIRMAN + CEO

SURVIVING CORPORATION:

SUPERIOR UNIFORM GROUP, INC.

By: 

Name: GERALD M. BENSTOCK
Title: CHAIRMAN + CEO

Julio Esquivel FL Bar Member 940380
Shoemaker Loop & Kendrick
101 East Kennedy Boulevard, Suite 2800
Tampa FL 33602
813-227-2325

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AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger (this "Plan of Merger") made as of the 11th day of May, 1998, by and between Superior Surgical Mfg. Co., Inc., a New York corporation ("Superior New York"), and Superior Uniform Group, Inc., a Florida corporation ("Superior Florida") (Superior New York and Superior Florida being sometimes collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, Superior New York has authorized capital stock consisting of fifty million (50,000,000) shares of common stock, par value \$1.00 per share ("NY Common Stock"), of which 7,890,752 shares were issued and outstanding as of May 1, 1998 and none of which are held as treasury shares, and three hundred thousand (300,000) shares of preferred stock, \$1.00 per share, of which none are issued and outstanding; and

WHEREAS, Superior Florida has authorized capital stock consisting of fifty million (50,000,000) shares of common stock, par value \$.001 per share ("Florida Common Stock"), of which one hundred (100) shares are issued and outstanding, and three hundred thousand (300,000) shares of preferred stock, \$.001 per share, of which none are issued and outstanding; and

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and to the advantage and welfare of their respective Constituent Corporations and shareholders that Superior New York merge with and into Superior Florida, with Superior Florida being the surviving corporation (the "Surviving Corporation"), pursuant to the provisions of Section 907 of the Business Corporation Law of the State of New York (the "NYBCL") and Section 607.1104 of the Florida Business Corporation Act (the "FBCA");

NOW, THEREFORE, in consideration of the mutual agreements, and subject to the consents and approvals, contained in this Plan of Merger, the Constituent Corporations hereby agree as follows:

1. **Merger.** At the Effective Time, as hereinafter defined, Superior New York will be and it hereby is merged with and into Superior Florida (the "Merger"). This Plan of Merger constitutes a plan of merger pursuant to Section 907 of the NYBCL and Section 607.1104 of the FBCA, to be carried out in the manner, on the terms and subject to the conditions herein set forth.
2. **Effective Time.** This Plan of Merger will become effective immediately upon the later filing of this Agreement and Plan of Merger with the Secretary of State of New York in accordance with the NYBCL and the filing of the articles of merger with the Secretary of State of Florida (the "Articles of Merger"). Such date and time is herein referred to as the "Effective Time."

Julio Esquivel FL Bar Member 940380
Shoemaker Loop & Kendrick
101 East Kennedy Boulevard, Suite 2800
Tampa FL 33602
813-227-2325

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3. **Surviving Corporation.** At the Effective Time, the separate existence of Superior New York will cease, and Superior Florida, as the surviving corporation of the Merger, will continue to exist under and be governed by the laws of the State of Florida. The name of the Surviving Corporation will be Superior Uniform Group, Inc.
4. **Rights and Liabilities of Superior Florida.** At and after the Effective Time, as more fully set forth in Section 607.1106 of the FBCA and Section 907 of the NYBCL, the Surviving Corporation will succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal and mixed, of the Constituent Corporations; all debts due either of the Constituent Corporations will be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the Constituent Corporations will be the property of the Surviving Corporation; the title to any real property of either of the Constituent Corporations will not revert or be in any way impaired by reason of the Merger, but will be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations will be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Time; and all debts, liabilities and duties of the Constituent Corporations will thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.
5. **Articles of Incorporation.** The articles of incorporation of Superior Florida, as existing at the Effective Time, shall be the articles of incorporation of the Surviving Corporation until altered, amended or repealed as provided therein or as provided by law.
6. **Bylaws.** The Bylaws of Superior Florida, as existing at the Effective Time, will continue in force as the Bylaws of the Surviving Corporation until altered, amended or repealed as provided therein or as provided by law.
7. **Directors and Officers.** The directors and officers of Superior New York immediately prior to the Merger will be the directors and officers of the Surviving Corporation, to hold office until their respective successors have been elected and shall qualify, or as otherwise provided in the Bylaws of the Surviving Corporation.
8. **Retirement of Outstanding Florida Common Stock.** At the Effective Time, each of the 100 shares of Florida Common Stock presently issued and outstanding shall be retired, and no shares of Florida Common Stock or other securities of Superior Florida shall be issued in respect thereof.
9. **Conversion of Outstanding NY Common Stock.** At the Effective Time, each outstanding share of NY Common Stock, and all rights in respect thereof, shall by operation of law and without further action on the part of the former holders, automatically be converted into and become the right to receive one (1) share of Florida Common Stock, validly issued, fully paid and non-assessable, and each certificate representing shares of NY Common Stock shall for all

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purposes be deemed to evidence the ownership of the same number of shares of Florida Common Stock as are set forth in the certificate. After the Effective Date, each holder of an outstanding certificate representing shares of NY Common Stock may, at such shareholder's option, surrender the same to Superior Florida's registrar and transfer agent for cancellation, and each such holder shall be entitled to receive in exchange therefor a certificate evidencing the ownership of the same number of shares of Florida Common Stock as are represented by Superior New York's certificate surrendered to Superior Florida's registrar and transfer agent.

10. **Stock Options, Warrants and Convertible Debt.** At the Effective Time, each stock option, stock warrant, convertible debt instrument and other right to subscribe for or purchase shares of NY Common Stock shall be converted into a stock option, stock warrant, convertible instrument or other right to subscribe for or purchase the same number of shares of Florida Common Stock and each certificate, agreement, note or other document representing such stock option, stock warrant, convertible debt instrument or other right to subscribe for or purchase shares of NY Common Stock shall for all purposes be deemed to evidence the ownership of a stock option, stock warrant, convertible debt instrument or other right to subscribe for or purchase shares of Florida Common Stock.
11. **Conditions to Consummation of the Merger.** Consummation of the Merger is subject to the satisfaction prior to the Effective Time of the following conditions: (a) this Plan of Merger shall have been adopted and approved by the affirmative vote of the holders of two-thirds of the shares of NY Common Stock outstanding on the record date fixed for determining the shareholders of Superior New York entitled to vote thereon; (b) Superior New York and Superior Florida shall have received all consents, orders and approvals and satisfaction of all other requirements prescribed by law that are necessary for the consummation of the Merger, and (c) the American Stock Exchange shall have authorized the listing, upon the filing of a Substitution Listing Application, of the shares of Florida Common Stock to be issued and delivered in connection with the Merger and such authorization shall be in full force and effect on such date.
12. **Approval by Shareholders of Superior Florida.** Section 607.1104 of the FBCA does not require approval of the Merger by the shareholder(s) of Superior Florida.
13. **Termination.** This Plan of Merger may be terminated and the Merger abandoned for any reason whatsoever, by mutual consent of the Boards of Directors of the Constituent Corporations, at any time prior to the Effective Time, notwithstanding adoption and approval of this Plan of Merger by the shareholders of the Constituent Corporations.
14. **Amendment.** This Plan of Merger may be amended at any time prior to the Effective Time by mutual consent of the Boards of Directors of the Constituent Corporations; provided, however, that no such amendment shall adversely affect the rights of the shareholders of Superior New York or Superior Florida subsequent to the adoption and approval of this Plan of Merger by the shareholders of Superior New York or Superior Florida, as the case may be.

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15. **Inspection of Plan of Merger.** Executed copies of this Plan of Merger will be on file at the principal offices of Superior Florida at 10099 Seminole Boulevard, Seminole, FL 33775. A copy of the Plan of Merger shall be furnished by Superior Florida, on request and without cost, to any shareholder of either Superior New York or Superior Florida.
16. **Remedies.** Any rights and remedies belonging to Superior New York or Superior Florida and arising in connection with the actions contemplated by this Plan of Merger shall be pursued solely against Superior New York or Superior Florida, and not against their respective officers, directors or employees. In the event that any officer, director or employee of Superior New York or Superior Florida becomes involved in any capacity in any action, proceeding or investigation in connection with the Merger or this Plan of Merger, Superior New York and/or Superior Florida shall advance to such person(s) all reasonable legal and other expenses incurred in connection therewith and shall also indemnify such person(s) against any losses, claims, damages or liabilities to which such person(s) may become subject in connection with the Merger or this Plan of Merger, except to the extent that such indemnification is prohibited by law.

IN WITNESS WHEREOF, the foregoing Plan of Merger, which was duly adopted by the Board of Directors of each of the Constituent Corporations, has been executed by the chairman of the board and secretary of each of the Constituent Corporations on and as of the date first set forth above.

SUPERIOR SURGICAL MFG., CO., INC.
a New York Corporation

By: _____

Gerald M. Benstock, Chairman of the Board

Attest: _____

Errol Pegler, Assistant Secretary

SUPERIOR UNIFORM GROUP, INC.,
a Florida Corporation

By: _____

Gerald M. Benstock, Chairman of the Board

Attest: _____

Errol Pegler, Assistant Secretary

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