

P98000043071

LAW OFFICES

ANDREW T. GERRITS

ANDREW T. GERRITS

MIAMI OFFICE

Of Counsel
TOD ANDREW WESTON
LAURENCE GLAZER

ATTORNEY & COUNSELOR AT LAW
6350 NORTH ANDREWS AVENUE
SUITE 100
FORT LAUDERDALE, FL 33309
Telephone (954) 938-9801
Telecopier (954) 938-8708

999 South Bayshore Drive
Lobby Level South, Suite 101
Miami, FL 33131
(305) 374-3262

Reply to:
Fort Lauderdale

September 19, 2001

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

900004608569--3
-09/24/01--01108--016
*****78.75 *****78.75

Re: Fabric Design Center Merger Documents

Dear Madam/Sir:

I have enclosed the following documents:

1. Check in the amount of ^{78.75}~~\$87.75~~ made payable to Florida Department of State
2. Articles of Merger; and
3. Plan of Merger

Please file the enclosed articles of merger and return a certified copy to our office in the enclosed self-addressed stamped envelope.

If you have any questions regarding the above matters, please do not hesitate to give me a call.

Very truly yours,



Andrew T. Gerrits

FILED
SECRETARY OF CORPORATIONS
01 SEP 21 PM 12:30

merger

V. SHEPARD OCT 1 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

VINYLTEx INTERNATIONAL, INC., a Florida corporation, P98000048841

INTO

FABRIC DESIGN CENTER, INC., a Florida entity, P98000043071

File date: September 24, 2001

Corporate Specialist: Velma Shepard

V SHEPARD OCT 1 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 24 PM 12:30

ARTICLES OF MERGER
OF
VINYLTEx INTERNATIONAL, INC.
INTO
FABRIC DESIGN CENTER, INC.

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Florida Statutes section 607.1105:

ARTICLE I

The name of the surviving corporation is Fabric Design Center, Inc. and the jurisdiction is Florida.

ARTICLE II

The name of the merging corporation is VinylTex International, Inc. and the jurisdiction is Florida.

ARTICLE III

The Plan of Merger is attached.

ARTICLE IV

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE V

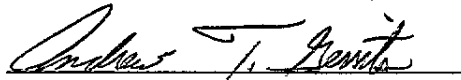
The Plan of Merger was adopted by the shareholders of the surviving corporation on August 1, 2001.

ARTICLE VI

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 1, 2001.

Signed, sealed and delivered
in the presence of:

VinylTex International, Inc.



Signature of Witness #1

By: 

Marc Rosenblatt, President

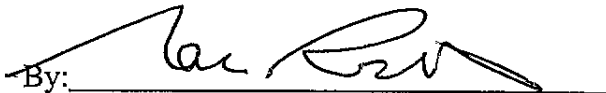
Andrew T. Gerrits

(Name of Witness #1 typed or printed).

Fabric Design Center, Inc.

Patricia Silva

Signature of Witness #2

By: 

Marc Rosenblatt, President

Patricia Silva

(Name of Witness #2 typed or printed).

PLAN OF MERGER
OF
VINYLTEx INTERNATIONAL , INC.
INTO
FABRIC DESIGN CENTER, INC.

The following plan of merger is submitted in compliance with Florida Statutes section 607.1101, and in accordance with the laws of any other applicable jurisdiction of incorporation.

ARTICLE I

The name of the surviving corporation is Fabric Design Center, Inc. and its jurisdiction is Florida.

ARTICLE II

The name of the merging corporation is VinylTex International, Inc. and its jurisdiction is Florida.

ARTICLE III

The terms and conditions of the merger are as follows:

VinylTex International, Inc. shall be merged into Fabric Design Center, Inc. The board of directors and the officers of VinylTex International, Inc. shall resign effective upon approval of the plan of merger. Fabric

Design Center, Inc. shall acquire all assets of VinylTex International, Inc., and shall assume all debts and liabilities of VinylTex International, Inc.

ARTICLE IV

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any 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 are as follows:

Marc Rosenblatt is the sole share holder, officer and director of the constituent corporations before the effective date of the merger and shall continue to be the sole share holder, officer and director of the surviving corporation after the effective date of the merger. No additional shares of Fabric Design Center, Inc. shall be distributed to Marc Rosenblatt as a consequence of his ownership of VinylTex International, Inc., the merging corporation, as a result of this transaction.

ARTICLE V

Other provisions relating to the merger are as follows:

The effective date of the plan of merger shall be August 1, 2001.

Signed, sealed and delivered

in the presence of:

VinylTex International, Inc.

Andrew T. Gerrits

Signature of Witness #1

Andrew T. Gerrits

(Name of Witness #1 typed or printed).

Patricia Silva

Signature of Witness #2

Patricia Silva

(Name of Witness #2 typed or printed).

By: Marc Rosenblatt

Marc Rosenblatt, President

By: Marc Rosenblatt

Marc Rosenblatt, President

Fabric Design Center, Inc.