

JUL. 8.1998

12:05PM

XERO & RESEARCH

NO.511

P.7.12

7/06/98
11:39 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H98000012419 1)))

TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000
(212) 431-5111

FAX #:

NAME: JOANIE CRISCIONE, INC.

AUDIT NUMBER.....H98000012419

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 3

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** ENTER 'M' FOR MENU. **

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98 JUL -8 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 JUL -8 AM 11:15
DIVISION OF CORPORATIONS

merger
7/8/98

DL

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JOANIE CRISCIONE, INC., a New York corporation not authorized to transact
business in the State of Florida

INTO

JOANIE CRISCIONE, INC., a Florida corporation, P98000053228.

File date: July 8, 1998

Corporate Specialist: Darlene Connell

JUL: 7.1998 9:25AM XL CORP & RESEARCH

NO.416 P.6/10

7/06/98
11:39 AM

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212)431-5000

FAX #:

(212)431-5111

NAME: JOANIE CRISCIONE, INC.

AUDIT NUMBER.....H98000012419

DOC TYPE.....MERGER OR SHARE EXCHANGE

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JUL. 6.1998 10:56AM XL CORP & RESEARCH

NO.353 P.1/8

7/06/98
11:39 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H98000012419 1))

TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212)431-5000
(212)431-5111

FAX #:

NAME: JOANIE CRISCIONE, INC.

AUDIT NUMBER.....H98000012419

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

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DIVISION OF CORPORATIONS

(804)922-3709

07/07/98 08:34 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1998

JOANIE CRISCIONE, INC.
4435 OLD WINTER GARDEN ROAD
ORLANDO, FL 32802

SUBJECT: JOANIE CRISCIONE, INC.
REF: P98000053228

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000012419
Letter Number: 398A00036234

904)922-3709 07/07/98 15:39 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1998

JOANIE CRISCIONE, INC.
4435 OLD WINTER GARDEN ROAD
ORLANDO, FL 32802

SUBJECT: JOANIE CRISCIONE, INC.
REF: P98000053228

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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.

EXAMPLE: The plan of merger was approved and adopted, by both corporations on June 6, 1998. The plan of merger is adopted by the shareholders of both the merging and surviving corporation.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000012419
Letter Number: 998A00036390

ARTICLES OF MERGER

OF

Joanie Criscione, Ltd.
(a New York Corporation)

AND

Joanie Criscione, Inc.
(a Florida Corporation)

FILED
98 JUL -8 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The names of the corporations which are parties to the merger are Joanie Criscione, Ltd., a New York corporation to be merged. And Joanie Criscione, Inc., a Florida corporation surviving
2. The merger was approved by shareholders on June 6, 1998
3. Affixed hereto is the following:
Plan of Merger entitled "Plan of Merger"
- 4.) The plan of merger was approved and adopted, by both corporations on June 6, 1998.
The plan of merger is adopted by the shareholders of both the merging and surviving corporations.

Dated and signed this 30th day of June , 1998.

Corp: Joanie Criscione, Inc.
a Florida corporation

Joanie Criscione, Ltd.
a New York corporation.

Joanie Criscione Cooper
Joanie Cooper
President

Joanie Criscione Cooper
Joanie Cooper
Secretary

BlumbergExcelsior
62 White St
NY, NY 10103
212-431-5000

H98000012419

JUL 8 1998 10:05AM
06/30/88 14:11

XL CORP & RESEARCH

NO.511

P.11/12009

H98000012419

PLAN OF MERGER

- First:** Joanie Criscione, Inc., a corporation organized under the laws of the State of Florida, (hereinafter called "Surviving corporation") shall merge with and into itself and assume the liabilities and obligations of the following corporation (hereinafter called "Merging corporation") Joanie Criscione, Ltd, a New York corporation.
- Second:** On the effective date of the merger all of the issued and outstanding shares of the above-referenced Merging corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange thereof.
- Third:** The Articles of Incorporation of the Surviving corporation shall be the Articles of Incorporation of the corporation surviving the merger.
- Fourth:** The bylaws of the Surviving corporation shall be the bylaws of the corporation surviving the merger.
- Fifth:** The directors and offices of the Surviving corporation shall be the directors and officers of the corporation surviving the merger shall service until their successors are selected.
- Sixth:** The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary proper to effect merger.

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

H98000012419

JUL 8 1998 10:06AM XL CORP & RESEARCH
08/30/98 14:12

NO.511 P.12/12010

H98000012419

Dated: June 6, 1998

Corp: Joanie Criscione, Inc.
a Florida corporation

Joanie Criscione, Ltd.
a New York corporation.

Joanie Criscione Cooper
Joanie Cooper
President

Joanie Criscione Cooper
Joanie Cooper
Secretary

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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