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TO: (850)	DIVISION OF CORPORATIONS 922-4000			FAX #:	
	BLUMBERG/EXCELSIOR CORPOR	ATE SERVICES,	INC.	ACCT#:	
0,000	CONTACT: CATHY LEACH		· · ·		
(212)	PHONE: (212)431-5000 431-5111			FAX #:	
	JOANIE CRISCIONE, INC. AUDIT NUMBERH9800000 DOC TYPEMERGER ( CERT. OF STATUS0 CERT. COPIES0 PLEASE PRINT THIS PAGE AND	DR SHARE EXCH PAGES DEL.M EST.C D USE IT AS A	STHOD. S HARGE \$ COVER SHE	AX 70.00 ET. TYPE THE	
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## ARTICLES OF MERGER Merger Sheet

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MERGING:

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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

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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JUL. 6.1998 10:56AM XL CORP & RESEARCH NO.353 P.1/8 7/06/98 FLORIDA DIVISION OF CORPORATIONS 11:39 AM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET (((H98000012419 1))) TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC. ACCT#: 075350000353 CONTACT: CATHY LEACH PHONE: (212) 431-5000 FAX #: (212) 431-5111 NAME: JOANIE CRISCIONE, INC. DOC TYPE ..... MERGER OR SHARE EXCHANGE CERT. OF STATUS...O PAGES..... з. CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE.. \$70.00 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. \*\*

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#### 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 , JUL. 8.1998 10:05AM XL CORP & RESEARCH

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904)922-3709 07/07/98 15:39 Florida Department p1 /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. (& New York Corporation) AND Joanie Criscione, Inc. (a Florida Corporation) The names of the corporations which are parties to the merges are Joznie Criscione, Ltd., a New York corporation to be merged, And Joanie Crisciche, Inc., E Florida corporation surviving The merger was approved by shareholders on June 6, 1998 Affixed herers is the following: Plan of Margar entitled "Plan of Mergar";" Sec. -The plan of merger was approved and adopted, by both corporations on June 6, 1998.

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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.

XL CORP & RESEARCH

8. Corp: Joanie Criscione, Inc. a Florida corporation

JUL. 8.1998 10:05AM

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Joanie Criscione, Ltd. a New York corporation.

President

Joanie Cooper

Secretary

BlumbergExcelsion 62 White St NY, NY 10103 S212-431-5000

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## PLAN OF MERGER

Joanie Criscione, Inc., a corporation organized under the laws First: 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 - 2 (hereinafter called "Merging corporation") Joanie Criscione, Ltd, a New York corporation. On the effective date of the merger all of the issued and Second: outstanding shares of the above-referenced Merging corporation Č. shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange thereof. The Articles of Incorporation of the Surviving corporation shall Third: be the Articles of Incorporation of the corporation surviving the merger. The bylaws of the Surviving corporation shall be the bylaws of Fourth: the corporation surviving the merger. The directors and offices of the Surviving corporation shall be Fifth: the directors and officers of the corporation surviving the ----merger shall service until their successors are selected. The officers of each corporation party to the marger shall be Sixth! 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

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 • Dared:
 June 6, 1998
 •
 1998

Corp: Joanie Criscione, Inc. a.Florida corporation

> Joanie Criscione, Ltd. a New York corporation.

XINA ( DC Joanie Cooper

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President

Joanie Cooper Secretary

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