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Account Number : 119990000021  
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**MERGER OR SHARE EXCHANGE**

**THEME STORES OF FLORIDA, INC.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER**

**OF**

**THEME STORES OF FLORIDA, INC.**  
(a Florida corporation)

into

**THEME STORES, INC.**  
(a Nevada corporation)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned corporations certify as follows:

FIRST, the names of the corporations that are parties to the merger are Theme Stores of Florida, Inc., a Florida corporation, and Theme Stores, Inc., a Nevada corporation.

SECOND, Theme Stores, Inc. shall be the surviving corporation.

THIRD, the Plan of Merger was unanimously approved by the Boards of Directors of Theme Stores of Florida, Inc. and Theme Stores, Inc. by Written Consents dated December 22, 2004, and it was recommended to the Shareholders of Theme Stores of Florida, Inc. that the Plan of Merger be approved by such Shareholders, approval by the Shareholders of Theme Stores, Inc., not being required under Nevada law.

FOURTH, the Plan of Merger was unanimously approved by the Shareholders of Theme Stores of Florida, Inc. by Written Consent dated December 22, 2004. A copy of the Plan of Merger is attached hereto as Exhibit A.


FIFTH, the merger shall become effective upon the later of the filing of these Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Nevada.

DATED: December 22, 2004

THEME STORES OF FLORIDA, INC.,  
a Florida corporation

THEME STORES, INC.,  
a Nevada corporation

By:

  
Allen R. Cottrel  
Vice President

By:

  
Allen R. Cottrel  
Vice President

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**EXHIBIT A****PLAN OF MERGER**

This PLAN OF MERGER (the "Merger") is entered into this 22nd day of December, 2004 between Theme Stores of Florida, Inc., a corporation organized under and governed by the laws of the State of Florida, and Theme Stores, Inc., a corporation organized under and governed by the laws of the State of Nevada. Subject to the terms and conditions herein set forth, Theme Stores of Florida, Inc. shall be merged into Theme Stores, Inc. on the date that Articles of Merger are filed with both the Secretary of State of the State of Florida and the Secretary of State of the State of Nevada (the "Effective Time"). At the Effective Time, the separate existence and corporate organization of Theme Stores of Florida, Inc. shall cease, and Theme Stores, Inc. shall continue its corporate existence and organization as the surviving corporation under the corporate name "Theme Stores, Inc.", and shall continue to be governed by the laws of the State of Nevada. The following are additional terms of the Merger:

1. Theme Stores of Florida, Inc. is a corporation organized under the laws of the State of Florida.

2. Theme Stores, Inc. is a corporation organized under the laws of the State of Nevada.

3. Theme Stores, Inc. will be the surviving corporation of the Merger and will continue its corporate existence under the laws of the State of Nevada.

4. The Articles of Incorporation of Theme Stores, Inc., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the surviving corporation until thereafter amended as provided by law.

5. The Bylaws of Theme Stores, Inc., as in effect immediately prior to the Effective Time, shall be the Bylaws of the surviving corporation until thereafter amended as provided by law.

6. The persons who are serving as directors of Theme Stores, Inc. immediately prior to the Effective Time shall be the directors of the surviving corporation and shall hold office from the Effective Time until their respective successors are duly elected or appointed and qualify in the manner provided in the Articles of Incorporation and Bylaws of the surviving corporation, or as otherwise provided by law.

7. The persons who are serving as officers of Theme Stores, Inc. immediately prior to the Effective Time shall continue in their respective offices as the officers of the surviving corporation and shall hold offices from the Effective Time until their respective successors are duly elected or appointed and qualify in the manner provided in the Articles of Incorporation and Bylaws of the surviving corporation, or as otherwise provided by law.

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8. At the Effective Time, all of the issued and outstanding shares of stock of Theme Stores of Florida, Inc. shall automatically and by operation of law be canceled. No shares of stock of Theme Stores, Inc. or any other consideration shall be issued in exchange therefore. All of the issued and outstanding shares of stock of Theme Stores of Florida, Inc. shall, at the effective time and thereafter, remain issued and outstanding and no consideration shall be issued in respect thereof.


9. Each of Theme Stores of Florida, Inc. and Theme Stores, Inc., acting on its own or in conjunction with others, has the right to abandon the Merger at any time prior to the Effective Time upon a majority vote of the Board of Directors of the company desiring to abandon the Merger.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date first above written.

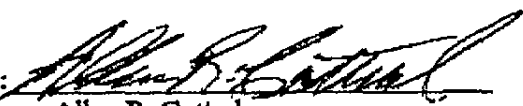
THEME STORES OF FLORIDA, INC.,  
a Florida corporation

THEME STORES, INC.,  
a Nevada corporation

By:

  
Allen R. Cottrell  
Vice President

By:

  
Allen R. Cottrell  
Vice President

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