

P9800010338C

Florida Department of State
Division of Corporations
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FILED
02 DEC 19 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

LARGE APPAREL OF FLORIDA, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 07 |
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Handwritten signature and date: 12/19/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

100% GIRLS OF FLORIDA, INC., a Florida corporation, document number
P00000020738

INTO

LARGE APPAREL OF FLORIDA, INC., a Florida entity, P98000103380.

File date: December 19, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
(Profit Corporations)

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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------------------------|---------------------|
| <u>LARGE APPAREL OF FLORIDA, INC.</u> | <u>FLORIDA</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------------------|---------------------|
| <u>100Z GIRLS OF FLORIDA, INC.</u> | <u>FLORIDA</u> |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

Third: The Plan of Merger is attached.

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

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/19/2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/19/2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

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PLAN OF MERGER
(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------------------------|---------------------|
| <u>LARGE APPAREL OF FLORIDA, INC.</u> | <u>FLORIDA</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------------------|---------------------|
| <u>100% GIRLS OF FLORIDA, INC.</u> | <u>FLORIDA</u> |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

Third: The terms and conditions of the merger are as follows:

See attached sheet.

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

See attached sheet.

(Attach additional sheets if necessary)

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**PLAN OF MERGER
OF
LARGE APPAREL OF FLORIDA, INC.
AND
100% GIRLS OF FLORIDA, INC.
INTO
LARGE APPAREL OF FLORIDA, INC.**

Page 2 Additional Sheet

(filed with the Secretary of State of Florida)

Third: The terms and conditions set forth herein were advised, authorized, and approved by the merging corporation and the surviving corporation, in the manner and by the vote required by their respective Charters and by the laws of the State of Florida. The Boards of Directors and Shareholders of both corporations, respectively, advised, authorized, and approved these Articles of Merger, each by an unanimous consent. Effective upon filing 100% Girls of Florida, Inc. shall merge into Large Apparel of Florida, Inc. The Charter of the Surviving Corporation in effect on the Effective Date, (as hereinafter defined) shall be the Charter of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and in accordance with applicable law. The By-Laws of Surviving Corporation in effect on the Effective Date shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and in accordance with applicable law.

Fourth: The Merging Corporation has the authority to issue 200 shares of Common Stock, without par value, of which 200 shares of Common Stock are issued and outstanding. The Surviving Corporation has the authority to issue 200 shares of Common Stock, without par value, of which 200 Shares of Common Stock are issued and outstanding. This merger shall be effective upon the date of the filing of the Articles of Merger (the "Effective Date"). Upon the Effective Date, all shares of the Merging Corporation Common Stock shall be cancelled and the Merging Corporation shall cease to exist without consideration. The Survivor Corporation Common Stock shall remain unchanged.