

PP900000819C

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

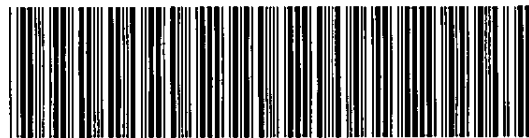
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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RECEIVED  
CORPORATION  
MAR 25 11 4 23  
1500 N. W. 10TH ST  
SUITE 1000  
FORT LAUDERDALE  
FLORIDA 33304

Merger

MAR 26 2014

R. WHITE

FILED  
MAR 25 11 21 07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 069369 4720431  
AUTHORIZATION : *[Handwritten Signature]*  
COST LIMIT : \$ 1233.75

ORDER DATE : March 25, 2014  
ORDER TIME : 12:04 PM  
ORDER NO. : 069369-020  
CUSTOMER NO: 4720431

ARTICLES OF MERGER

LANE BRYANT #6433, INC.  
LANE BRYANT #6433, INC.  
LANE BRYANT #6623, INC.

INTO

LANE BRYANT #6243, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

FILED

**ARTICLES OF MERGER**<sup>14</sup> MAR 25 PM 2:07  
(Profit Corporations)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Lane Bryant #6243, Inc.	Florida	P99000008196

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Lane Bryant #6433, Inc.	Florida	P00000084518
See Exhibit "A" for non-Florida merging corporations		

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 03 / 29 / 14. (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 March 24, 2014.


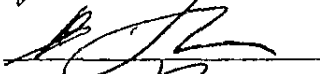

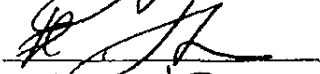
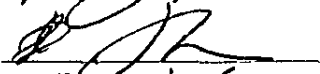
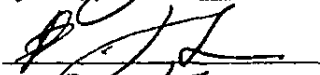
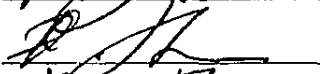
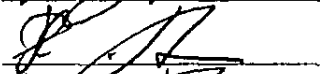
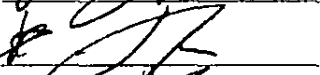
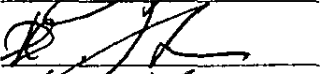
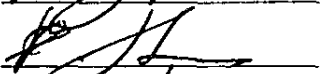
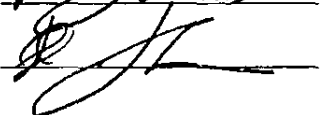
The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

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 March 24, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

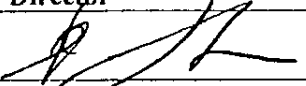
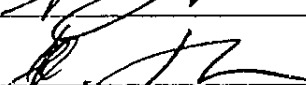



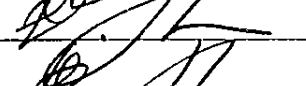
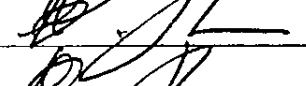
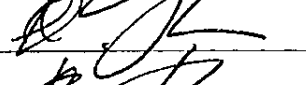
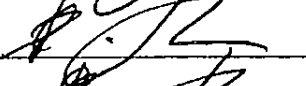
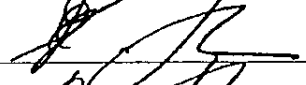
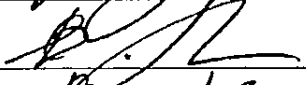
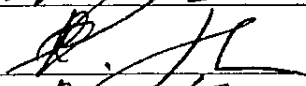
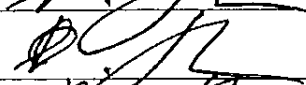
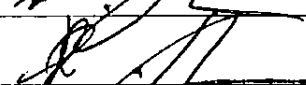



**Seventh: SIGNATURES FOR EACH CORPORATION**

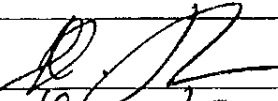



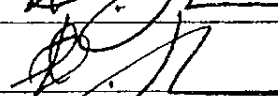
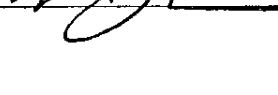
<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Lane Bryant #6243, Inc.</u>		<u>William R. Dawson, Vice President</u>
<u>Lane Bryant #6433, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Lane Bryant #6623, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Lane Bryant 4521, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Lane Bryant 4549, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Lane Bryant 4577, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Lane Bryant 4740, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Lane Bryant 6044, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Lane Bryant 6067, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Lane Bryant #6083, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Lane Bryant 6122, Inc.</u>		<u>Colin D. Stern, Vice President</u>
<u>Lane Bryant 6134, Inc.</u>		<u>Colin D. Stern, Vice President</u>

*Signatures continued*

**ARTICLES OF MERGER  
(Profit Corporations)**

**Seventh: SIGNATURES FOR EACH CORPORATION – Continued**

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Lane Bryant 6161, Inc.		Colin D. Stern, Vice President
Lane Bryant 6391, Inc.		Colin D. Stern, Vice President
Lane Bryant 6394, Inc.		Colin D. Stern, Vice President
Lane Bryant 6529, Inc.		Colin D. Stern, Vice President
Lane Bryant 6547, Inc.		Colin D. Stern, Vice President
Lane Bryant 6625, Inc.		Colin D. Stern, Vice President
Lane Bryant 6688, Inc.		Colin D. Stern, Vice President
Lane Bryant 6722, Inc.		Colin D. Stern, Vice President
Lane Bryant 6785, Inc.		Colin D. Stern, Vice President
Lane Bryant 6789, Inc.		Colin D. Stern, Vice President
Lane Bryant 6861, Inc.		Colin D. Stern, Vice President
Lane Bryant 6894, Inc.		Colin D. Stern, Vice President
Lane Bryant 6966, Inc.		Colin D. Stern, Vice President
Lane Bryant #6374, Inc.		Colin D. Stern, Vice President
Lane Bryant #6315 of Bayshore, Inc.		Colin D. Stern, Vice President
Lane Bryant #6373 of Shirley, Inc.		Colin D. Stern, Vice President
Lane Bryant #6372, Inc.		Colin D. Stern, Vice President

Lane Bryant #6218, Inc.		Colin D. Stern, Vice President
Lane Bryant #4744, Inc.		Colin D. Stern, Vice President
Lane Bryant #4765, Inc.		Colin D. Stern, Vice President
Lane Bryant #4779, Inc.		Colin D. Stern, Vice President
Lane Bryant #6342, Inc.		Colin D. Stern, Vice President
Lane Bryant #6245, Inc.		Colin D. Stern, Vice President

**Exhibit "A"**

**Non-Florida Merging Corporations**

Constituent Entity	Entity Type	Jurisdiction	Entity Number (internal)
Lane Bryant #6623, Inc.	Corporation	AZ	6623
Lane Bryant 4521, Inc.	Corporation	CA	4521
Lane Bryant 4549, Inc.	Corporation	CA	4549
Lane Bryant 4577, Inc.	Corporation	CA	4577
Lane Bryant 4740, Inc.	Corporation	CA	4740
Lane Bryant 6044, Inc.	Corporation	CA	6044
Lane Bryant 6067, Inc.	Corporation	CA	6067
Lane Bryant #6083, Inc.	Corporation	CA	6083
Lane Bryant 6122, Inc.	Corporation	CA	6122
Lane Bryant 6134, Inc.	Corporation	CA	6134
Lane Bryant 6161, Inc.	Corporation	CA	6161
Lane Bryant 6391, Inc.	Corporation	CA	6391
Lane Bryant 6394, Inc.	Corporation	CA	6394
Lane Bryant 6529, Inc.	Corporation	CA	6529
Lane Bryant 6547, Inc.	Corporation	CA	6547
Lane Bryant 6625, Inc.	Corporation	CA	6625
Lane Bryant 6688, Inc.	Corporation	CA	6688
Lane Bryant 6722, Inc.	Corporation	CA	6722
Lane Bryant 6785, Inc.	Corporation	CA	6785
Lane Bryant 6789, Inc.	Corporation	CA	6789
Lane Bryant 6861, Inc.	Corporation	CA	6861
Lane Bryant 6894, Inc.	Corporation	CA	6894
Lane Bryant 6966, Inc.	Corporation	CA	6966
Lane Bryant #6374, Inc.	Corporation	ME	6374
Lane Bryant #6315 of Bayshore, Inc.	Corporation	NY	6315
Lane Bryant #6373 of Shirley, Inc.	Corporation	NY	6373
Lane Bryant #6372, Inc.	Corporation	OH	6372
Lane Bryant #6218, Inc.	Corporation	SC	6218
Lane Bryant #4744, Inc.	Corporation	TX	4744
Lane Bryant #4765, Inc.	Corporation	TX	4765
Lane Bryant #4779, Inc.	Corporation	TX	4779
Lane Bryant #6342, Inc.	Corporation	WA	6342
Lane Bryant #6245, Inc.	Corporation	WI	6245

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of March 25, 2014, by and between or among the entities set forth in Section 8 hereof.

In consideration of the premises and mutual covenants and agreements herein made, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Pursuant to provisions of the laws of their respective jurisdictions of incorporation or formation, as applicable (the "Applicable Laws"), each entity identified in Section 8 as a Constituent Company (each, a "Constituent Company") shall be merged with and into the entity identified in Section 8 as the Surviving Company (the "Surviving Company"). The separate existence of each Constituent Company shall cease upon the effective date of the merger in accordance with the provisions of the Applicable Laws.
2. The effective time of the merger shall be 5:00 PM on March 29, 2014.
3. The governing documents of the Surviving Company upon the effective time of the merger shall be the governing documents of the surviving entity, which shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Applicable Laws of the Surviving Company.
4. At the effective time of the merger, all equity interests of each Constituent Company shall be cancelled. The issued and outstanding equity interests of the Surviving Company shall not be converted, exchanged or modified in any manner as a result of the merger, but each said equity interest that is outstanding as of the effective time of the merger shall continue to be outstanding.
5. At the effective time of the merger, the Surviving Company shall assume all the liabilities of each Constituent Company.
6. Each of the parties hereto agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Applicable Laws and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
7. Each officer of any Constituent Company and each officer of the Surviving Company are hereby authorized to execute Articles and Certificates of Merger upon and on behalf of such Constituent Company and Surviving Company, respectively, in conformity with the applicable provisions of the Applicable Laws and their respective organizational documents; and the Board of Directors or Board of Managers, as applicable, and the proper officers of each Constituent Company and the Board of Directors or Board of Managers, as applicable, and the proper officers of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provision of this Agreement and Plan of Merger or of the merger herein provided for.



8. (a) The Constituent Companies, for purposes of this Agreement and their jurisdictions of incorporation or organization are as follows:


**SEE EXHIBIT "A" ATTACHED HERETO**

(b) The Surviving Company, for purposes of this Agreement and its jurisdiction of incorporation or organization is as follows:

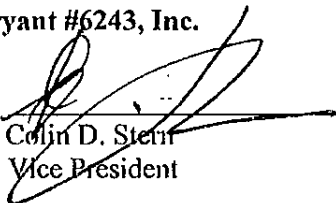
Corporation	Jurisdiction
Lane Bryant #6243, Inc.	Florida

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by an authorized person as of the date first above written.

**For and on behalf of each of the entities listed on Exhibit "A" attached hereto.**

By:   
Name: William R. Dawson  
Title: Vice President

**Lane Bryant #6243, Inc.**

By:   
Name: Colin D. Stern  
Title: Vice President

**Exhibit "A"**

Constituent Entity	Entity Type	Jurisdiction	Entity Number (Internal)
Lane Bryant #6623, Inc.	Corporation	AZ	6623
Lane Bryant 4521, Inc.	Corporation	CA	4521
Lane Bryant 4549, Inc.	Corporation	CA	4549
Lane Bryant 4577, Inc.	Corporation	CA	4577
Lane Bryant 4740, Inc.	Corporation	CA	4740
Lane Bryant 6044, Inc.	Corporation	CA	6044
Lane Bryant 6067, Inc.	Corporation	CA	6067
Lane Bryant #6083, Inc.	Corporation	CA	6083
Lane Bryant 6122, Inc.	Corporation	CA	6122
Lane Bryant 6134, Inc.	Corporation	CA	6134
Lane Bryant 6161, Inc.	Corporation	CA	6161
Lane Bryant 6391, Inc.	Corporation	CA	6391
Lane Bryant 6394, Inc.	Corporation	CA	6394
Lane Bryant 6529, Inc.	Corporation	CA	6529
Lane Bryant 6547, Inc.	Corporation	CA	6547
Lane Bryant 6625, Inc.	Corporation	CA	6625
Lane Bryant 6688, Inc.	Corporation	CA	6688
Lane Bryant 6722, Inc.	Corporation	CA	6722
Lane Bryant 6785, Inc.	Corporation	CA	6785
Lane Bryant 6789, Inc.	Corporation	CA	6789
Lane Bryant 6861, Inc.	Corporation	CA	6861
Lane Bryant 6894, Inc.	Corporation	CA	6894
Lane Bryant 6966, Inc.	Corporation	CA	6966
Lane Bryant #6433, Inc.	Corporation	FL	6433
Lane Bryant #6374, Inc.	Corporation	ME	6374
Lane Bryant #6315 of Bayshore, Inc.	Corporation	NY	6315
Lane Bryant #6373 of Shirley, Inc.	Corporation	NY	6373
Lane Bryant #6372, Inc.	Corporation	OH	6372
Lane Bryant #6218, Inc.	Corporation	SC	6218
Lane Bryant #4744, Inc.	Corporation	TX	4744
Lane Bryant #4765, Inc.	Corporation	TX	4765
Lane Bryant #4779, Inc.	Corporation	TX	4779
Lane Bryant #6342, Inc.	Corporation	WA	6342
Lane Bryant #6245, Inc.	Corporation	WI	6245