

Division of Corporations

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P99000018246

Florida Department of State  
Division of Corporations  
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01 JUN 22 AM 10:45  
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE  
BRANDSMART USA OF SOUTH DADE, INC.

Certificate of Status	0
Certified Copy	2
Page Count	08
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*6/22*

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BRANDSMART U.S.A. OF WEST PALM BEACH, INC., a florida corporation,  
document number P98000045741

INTO

**BRANDSMART USA OF SOUTH DADE, INC.**, a Florida entity, P99000018246

File date: June 22, 2001

Corporate Specialist: Karen Gibson

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06/18/01 09:34 F1 Dept of State

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 18, 2001

BRANDSMART USA OF SOUTH DADE, INC.  
3200 S.W. 42ND ST.  
HOLLYWOOD, FL 33301

SUBJECT: BRANDSMART USA OF SOUTH DADE, INC.  
REF: P99000018246

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.

The name of the merging corporation is incorrect on page 2 of the Articles of Merger. The word "BEACH" was left out of the name.

The name of the surviving corporation is incorrect on page 5 of the Plan of Merger. There should be a comma after the word "DADE".

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) 487-6050.

Darlene Connell  
Corporate Specialist

FAX Aud. #: E01000073734  
Letter Number: 401A00036946

Fax Audit # H01000073734 5

**ARTICLES OF MERGER  
OF  
BRANDSMART U.S.A. OF WEST PALM BEACH, INC.  
INTO  
BRANDSMART USA OF SOUTH DADE, INC.**

**FILED**  
01 JUN 22 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Merger between **BRANDSMART USA OF SOUTH DADE, INC.**, a Florida corporation ("South Dade") which is the surviving corporation, and **BRANDSMART U.S.A. OF WEST PALM BEACH, INC.**, a Florida corporation ("West Palm") which is the merging corporation.

Pursuant to Section 607.1105, of the Florida Business Corporation Act (the "Act"), South Dade and West Palm adopt the following Articles of Merger:

1. The Plan and Agreement of Merger dated June 15<sup>th</sup>, 2001 (the "Plan of Merger") between South Dade and West Palm was approved and adopted by the unanimous consent of the Shareholders and Directors of South Dade on June 15<sup>th</sup>, 2001 and was approved and adopted by the unanimous consent of the Shareholders and Directors of West Palm on June 15, 2001.
2. Pursuant to the Plan of Merger, all issued outstanding shares of the capital stock of West Palm will be acquired by means of a merger of West Palm into South Dade with South Dade being the surviving corporation.
3. The Plan of Merger is attached as Exhibit "A" and made a part hereof.
4. Pursuant to Section 607.1105 of the Act, these Articles of Merger shall be effective the date of filing same with the Florida Secretary of State.

This document was prepared by:  
Bernard A. Singer, Esquire  
4925-A Sheridan Street  
Hollywood, Florida 33021  
(954) 985-0600  
Florida Bar# 240761

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15 IN WITNESS WHEREOF, the parties have executed these Articles of Merger this day of June, 2001.

Witnesses:

Eric W. Beazley h-wj  
[Signature]  
(as to all parties) NATASHA CHAUH

**BRANDSMART USA OF SOUTH DADE, INC.,** a Florida corporation

By: [Signature]  
**MICHAEL O. PERLMAN, President**

**BRANDSMART U.S.A. OF WEST PALM BEACH, INC.,** a Florida corporation

By: [Signature]  
**MICHAEL O. PERLMAN, President**

W:Perlman, Robert West Palm Merger Articles of Merger

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**EXHIBIT "A"**  
**PLAN AND AGREEMENT OF MERGER**

This document was prepared by:  
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**PLAN AND AGREEMENT OF MERGER**

**THIS AGREEMENT**, made this 15<sup>th</sup> day of June, 2001, by and between **BRANDSMART USA OF SOUTH DADE, INC.**, a Florida corporation, ("South Dade") and **BRANDSMART U.S.A. OF WEST PALM BEACH, INC.**, a Florida corporation ("West Palm").

**RECITALS:**

**WHEREAS**, South Dade is a corporation duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, West Palm is a corporation duly organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Boards of Directors of South Dade and West Palm deem it desirable and in the respective best interests of South Dade and West Palm and their respective shareholders that West Palm be merged into South Dade, with South Dade being the surviving corporation; and

**WHEREAS**, the Boards of Directors of South Dade and West Palm deem it essential that a definitive Plan and Agreement of Merger be formally adopted and approved.

**NOW, THEREFORE**, in consideration of the foregoing premises and for other good and valuable consideration, the constituent corporations to this Agreement do hereby agree to the following terms and conditions of this Plan and Agreement of Merger.

1. **Surviving Corporation.** West Palm shall be merged into South Dade and the corporate existence of West Palm shall cease and the corporate existence of South Dade shall continue, and South Dade shall become the owner, without other transfer, of all the rights and property of West Palm and, likewise, South Dade shall become subject to all the debts and liabilities of West Palm in the same manner as if South Dade had itself incurred them.

2. **Principal Office.** The principal office of South Dade is and shall remain located at 16051 South Dixie Highway, Miami, Florida 33156.

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3. **Objects and Purposes.** The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on by the surviving corporation following the merger are the general business and affairs associated with the operation and maintenance of the surviving corporation.

4. **Articles of Incorporation.** The purposes, the registered agent, the address of the registered office and number of directors of the surviving corporation shall be as appears in the Articles of Incorporation of South Dade as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. The terms and provisions of the Articles of Incorporation of South Dade are hereby incorporated into this Agreement. From and after the effective date of this merger and until further amended, altered or restated as provided by law, the Articles of Incorporation of South Dade separate and apart from this Agreement, shall be and may be separately certified as the Articles of Incorporation of the surviving corporation.

5. **By-Laws.** The present By-Laws of South Dade shall remain the By-Laws of the surviving corporation following this merger and shall not be altered, amended nor repealed by reason of such merger.

6. **Names and Addresses of Directors.** The names and addresses of the persons who shall constitute the Board of Directors of South Dade upon the effective date of the merger shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Perlman	3200 Southwest 42 <sup>nd</sup> Street Hollywood, Florida 33312
Sharon Perlman	3200 Southwest 42 <sup>nd</sup> Street Hollywood, Florida 33312
Michael O. Perlman	3200 Southwest 42 <sup>nd</sup> Street Hollywood, Florida 33312
Bruce Perlman	3200 Southwest 42 <sup>nd</sup> Street Hollywood, Florida 33312

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Florida Bar# 240761



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**7. Conversion of Shares.** The manner and basis of converting and exchanging the shares of South Dade shall be as follows:

a. On the effective date of merger, each share of common stock, one (\$1.00) dollar par value of West Palm (the "West Palm Stock"), issued and outstanding immediately before the effective date, by virtue of this merger and without any action on the part of the holders of the shares of West Palm Stock, shall be converted into and exchanged for one (1) share of common stock, one (\$1.00) dollar par value of South Dade (the "South Dade Stock"). Fractional shares shall be issued to the nearest tenth of a share.

b. Each issued and outstanding share of the South Dade Stock shall continue as one (1) share of common stock, one (\$1.00) dollar par value of the surviving corporation. If the outstanding shares of South Dade Stock at any time between the date of this Agreement and the effective date of the merger shall be changed or exchanged by declaration of a stock dividend, split up, combination of shares, merger or consolidation, the number and kind of shares into which the West Palm Stock is to be converted shall be appropriately and equitably adjusted.

c. As soon as practicable after the effective date of this merger, South Dade shall issue and deliver, in accordance with this Paragraph 7, to the shareholders of West Palm, certificates for the number of shares of South Dade Stock to which they shall have become entitled under this Agreement. After the effective date of the merger, the West Palm shareholders may surrender their certificate or certificates previously representing West Palm Stock to South Dade and thereafter shall be entitled to receive in exchange a certificate or certificates representing the number of shares of South Dade Stock into which those shares of West Palm Stock previously represented by the certificate or certificates so surrendered shall have been converted as above stated. Until so surrendered, each outstanding certificate that, before the effective date of the merger, represented shares of West Palm Stock shall be deemed for all corporate purposes to evidence ownership of the respective shares of South Dade Stock into which they shall have been converted.

**8. Effective Date.** The effective date of this Plan of Merger shall be the date of filing of the Articles of Merger with the Secretary of State.

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9. **Abandonment of Merger.** Anything to the contrary herein notwithstanding, the Board of Directors of either constituent corporation may abandon this Plan of Merger by mutual consent, and thereupon, this Plan and Agreement of Merger shall be void and of no effect.

10. **Amendment and Modification.** Subject to applicable law, this Agreement may be amended, modified and supplemented by mutual consent of the respective Boards of Directors of the constituent corporations any time prior to the effective date of the merger contemplated herein.

11. **Assignment.** This Agreement is not assignable without the prior written consent of the other party.

12. **Governing Law.** This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Florida.

13. **Construction.** The parties agree and acknowledge that each party has reviewed and revised this Agreement and that the normal rule of construction to the effect that any ambiguities are to be resolved against the drafting parties shall not be employed in the interpretation of this Agreement or any amendment or exhibit thereto.

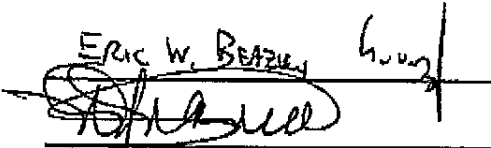
14. **Headings.** The headings of the sections herein are inserted for convenience only and shall not constitute a part hereof.

15. **Entire Agreement.** This Agreement, including any documents referred to herein, contains the entire understanding of the parties hereto in respect of the subject matter contained herein. This Agreement supersedes all prior agreements and understandings between the parties with respect to such subject matter.

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IN WITNESS WHEREOF, the undersigned do hereunto set their hands and seals as of the day and year first above written.

Witnesses:

ERIC W. BEAZLEY  
  
(as to all parties) NATASHA  
UNAJOE

BRANDSMART USA OF SOUTH DADE, INC., a Florida corporation

By:   
MICHAEL O. PERLMAN, President

BRANDSMART U.S.A. OF WEST PALM BEACH, INC., a Florida corporation

By:   
MICHAEL O. PERLMAN, President

W:\Perlman, Robert\West Palm Merger\Plan of Merger

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