

Division of Corporations

P99000/03226

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000033477 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4000

EFFECTIVE DATE
1-1-2000

From: Account Name : ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
Account Number : 076067004147
Phone : (954) 462-3300
Fax Number : (954) 763-2439

RECEIVED

99 DEC 30 AM 10:36

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 DEC 30 PM 3:13

FILED

MERGER OR SHARE EXCHANGE

MAJESTIC GREETING CARD CO., INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

Merger

12/30/99

DL

ARTICLES OF MERGER
Merger Sheet

MERGING:

MAJESTIC GREETING CARD CO., INC., a New York corporation not qualified to
transact business in the State of Florida

INTO

MAJESTIC GREETING CARD CO., INC., a Florida entity, P99000103226

File date: December 30, 1999, effective January 1, 2000

Corporate Specialist: Darlene Connell

FAX AUDIT NO. H99000033477 3

**ARTICLES OF MERGER
OF
MAJESTIC GREETING CARD CO., INC.
(a New York Corporation)
AND
MAJESTIC GREETING CARD CO., INC.
(a Florida Corporation)**

EFFECTIVE DATE
1-1-2000

Pursuant to Sections 607.1105 and 607.1107, Florida Statutes, these Articles of Merger provide that:

1. Majestic Greeting Card Co., Inc., a New York corporation ("Majestic-New York") shall be merged with and into Majestic Greeting Card Co., Inc., a Florida corporation ("Majestic-Florida"), which shall be the surviving corporation.

2. The merger shall be effective as of January 1, 2000 and after both these Articles of Merger have been filed by the Secretary of State of Florida and a Certificate of Merger has been filed with the Secretary of State of New York (the "Effective Time").

3. The Agreement of Plan of Merger dated December 29th, 1999 to be effective as of January 1, 2000, pursuant to which Majestic-New York shall be merged with and into Majestic-Florida was adopted by all of the Shareholders of Majestic-New York by written consent dated December 29th, 1999, and by all of the Shareholders of Majestic-Florida by written consent dated December 29th, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of the 29th day of December, 1999.

MAJESTIC GREETING CARD CO., INC., a New
York corporation

By: David A. Braunstein

David A. Braunstein, President

By: David A. Braunstein

David A. Braunstein, Secretary

MAJESTIC GREETING CARD CO., INC., a
Florida corporation

By: David A. Braunstein

David A. Braunstein, President

By: David A. Braunstein

David A. Braunstein, Secretary

PREPARED BY: Peter Lindley, Esquire
100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301

(954) 462-3300 - Fla. Bar No. 0144517
HAUSERS\WPPL\RGORZECK\Braunstein\ARTMER.WPD

FAX AUDIT NO. H99000033477 3

FILED
99 DEC 30 PM 3:33
TALLAHASSEE FLORIDA
SECRETARY OF STATE

FAX AUDIT NO. H99000033477 3

**AGREEMENT AND PLAN OF MERGER
BETWEEN
MAJESTIC GREETING CARD CO., INC.
(a New York corporation)
AND
MAJESTIC GREETING CARD CO., INC.
(a Florida corporation)**

EFFECTIVE DATE
1-1-2000

Agreement and Plan of Merger dated December 29th, 1999 to be effective as of January 1, 2000, between Majestic Greeting Card Co., Inc., a New York corporation ("Majestic-New York"), and Majestic Greeting Card Co., Inc., a Florida corporation ("Majestic-Florida").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the New York Business Corporation Law and the Florida Business Corporation Act, at the Effective Time, Majestic-New York shall be merged with and into Majestic-Florida (the "Merger"), the separate and corporate existence of Majestic-New York shall cease, and Majestic-Florida shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (Majestic-New York and Majestic-Florida are collectively referred to as the "Constituent Corporations").

2. The authorized capital stock of Majestic-Florida consists of 200 shares of common stock with \$.01 par value ("Majestic-Florida Common Stock"), of which 80 shares are issued and outstanding.

3. The authorized capital stock of Majestic-New York consists of 200 shares of common stock with \$.01 par value ("Majestic-New York Common Stock"), of which 20 shares are issued and outstanding.

4. The Merger shall become effective on the day that both a Certificate of Merger has been filed with the Secretary of State of New York and the Articles of Merger have been filed with the Secretary of State of Florida (the "Effective Time").

5. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or

FAX AUDIT NO. H99000033477 3

due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

6. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of the common stock of Majestic-New York shall be converted into one issued and outstanding share of the common stock of Majestic-Florida. At or after the Effective Time of the Merger, each holder of shares of common stock of Majestic-New York shall surrender them to Majestic-Florida in such manner as Majestic-Florida requires. On receipt of such certificates, Majestic-Florida shall issue in exchange therefor certificates for shares of common stock of Majestic-Florida representing the number of shares of common stock to which the holder is entitled as provided herein.

(b) Each issued and outstanding share of capital stock of Majestic-Florida shall remain issued and outstanding

7. Tax Free Reorganization. For federal income tax purposes, the parties intend that the merger be treated as a tax-free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"), by reason of Section 368(a)(1)(A) of the Code.

8. The Articles of Incorporation of Majestic-Florida in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

MAJESTIC GREETING CARD CO., INC., a New York corporation

By: David A. Braunstein
David A. Braunstein, President

Attested By: David A. Braunstein
David A. Braunstein, Secretary

FAX AUDIT NO. H99000033477 3

12/30/98 THU 08:37 FAX 1 954 763 2439

EMO

005

FAX AUDIT NO. H99000033477 3

MAJESTIC GREETING CARD CO., INC., a Florida
corporation

By: David A. Braunstein
David A. Braunstein, President

Attested By: David A. Braunstein
David A. Braunstein, Secretary

FAX AUDIT NO. H99000033477 3

3

HAUSERSWP\PLRGORZECK\Braunstein\PLANOMRG.FL

FAX AUDIT NO. H99000033477 3

ACKNOWLEDGMENT

FLORIDA
STATE OF NEW YORK)
PALM BEACH) SS:
COUNTY OF SUFFOLK)

The foregoing instrument was acknowledged before me this 29th day of December, 1999, by David A. Braunstein, as President of Majestic Greeting Card Co., a New York corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.

C. J. Wahrman III
Notary Public, State of New York at Large
Print Name: C. J. Wahrman III

My Commission Expires:



C. J. Wahrman, III
MY COMMISSION # CC748895 EXPIRES
June 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

FAX AUDIT NO. H99000033477 3

FAX AUDIT NO. H99000033477 3

ACKNOWLEDGMENT

FLORIDA
STATE OF NEW YORK)
PALM BEACH) SS
COUNTY OF SUFFOLK)

The foregoing instrument was acknowledged before me this 29th day of December, 1999, by David A. Braunstein, as President of Majestic Greeting Card Co., Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification and did take an oath.

C. J. Wahman III
Notary Public, State of New York at Large
Print Name: C. J. Wahman III

My Commission Expires:



C. J. Wahman, III
MY COMMISSION # CC748895 EXPIRES
June 7, 2002
BONDED THRU TROY FARM INSURANCE, INC.