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DIVISION OF CORPORATIONS

Division of Corporations

Fax Number : (850)922-4000

: ENGLISH, MCCAUCHAN & O'BRYAN, P.A. Account Name

Account Number: 076067004147 : (954)462-3300 Phone : (954)763-2439 Fax Number

MERGER OR SHARE EXCHANGE

MAJESTIC GREETING CARD CO., INC.

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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

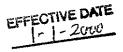
ARTICLES OF MERGER

OF

MAJESTIC GREETING CARD CO., INC. (a New York Corporation)

AND

MAJESTIC GREETING CARD CO., INC. (a Florida Corporation)



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 Tirac").
- 3. The Agreement of Plan of Merger dated December 24/4, 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 29/4, 1999, and by all of the Shareholders of Majestic-Florida by written consent dated December 19/4, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of the _29/4_ day of December, 1999.

MAJESTIC GREETING CARD CO., INC., a New	
York corporation	
By: David A. Braunstein, President	n =
Property of the second	11
David A. Eraumstein, Secretary	
MAJESTIC GREETING CARD CO., INC. AFIORMA	
corporation	
By: Lord a. Man	
David A. Braunstein, President	
By: Dadd human	
David A. Braunstein, Secretary	

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

FORT LENGERGAZE, FLI 33301 (954) 462-3300 - Fla. Bar No. 0144517 HAUSERSWPAPPLRGORZECKBRAUSSERNARTMER WPD FAX AUDIT NO. H99000033477 3

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

EFFECTIVE DATE

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

Agreement and Plan of Merger dated December 35%, 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-existence under the laws of Florida under its present name (the "Surviving Corporation"). 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 Art.cles 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 Menger. All obligations belonging to or

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:
- York shall be converted into one 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.

By:

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

David A. Eraunstein, President

Attested By: Daniell - War

David A. Braunstein, Secretary

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

By: 3

David A. Braunstein, President

Attested By:

David A. Braunstein, Secretary

ACKNOWLEDGMENT

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

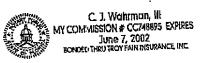
The foregoing instrument was acknowledged before me this 29% day of December, 1999, by David A. Braunstein, as President of Majestic Greeting Card Co., a New York corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.

O. Q. Wahrman III

Notary Public, State of New York at Large

Print Name: C. J. Wahrman II

My Commission Expires:



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.

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

My Commission Expires:

C. 7. Waltman, III

MY COMMISSION # CC748895 EXPIRES

June 7, 2002

BONIED THRUTFOYFAIN WEURANCE, INC.