



THE UNITED STATES
CORPORATION
COMPANY

S21499

ACCOUNT NO. : 072100000032

REFERENCE : 317909 4320611

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT :

~~87.50~~ 87.50

ORDER DATE : July 23, 1999

ORDER TIME : 10:0 AM

ORDER NO. : 317909-030

CUSTOMER NO: 4320611

600002940886--5

CUSTOMER: Ms. Peggy E. Samson
Alzheimer & Gray
10 South Wacker Drive
Suite 4000
Chicago, IL 60606

ARTICLES OF MERGER

BRANDYWINE DC, INC.

INTO

BRANDYWINE DC, LLC

effect: 7-27-99

Inc

099900038001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 26 PM 1:36
EFFECTIVE DATE
7/27/99

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: JEANINE REYNOLDS

EXAMINER'S INITIALS:

BK
7/24/99

99 JUL 26 AM 10:46

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

BRANDYWINE DC, INC., a Florida corporation (S21499)

INTO

BRANDYWINE DC, LLC, entity not qualified in Florida.

File date: July 26, 1999, effective July 27, 1999

Corporate Specialist: Buck Kohr

Account number: 072100000032

Account charged: 87.50

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JUL 26 PM 1:36

EFFECTIVE DATE
7/27/99

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4832, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

- | | | | |
|----|---|----------|-------------|
| 1. | Brandywine DC, Inc.
110 North Magnolia Street
Tallahassee, FL 32301 | FLORIDA | CORPORATION |
| 2. | Brandywine DC, LLC
535 West Chicago Avenue
Chicago, IL 60671 | DELAWARE | LLC |

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each surviving party are as follows:

- | | | | |
|----|--|----------|-----|
| 2. | Brandywine DC, LLC
535 West Chicago Avenue
Chicago, IL 60671 | DELAWARE | LLC |
|----|--|----------|-----|

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.438, 617.1103, and/or 620.201, Florida Statutes, and has been deemed approved without the need for Board of Directors or Stockholder approval pursuant to an Order of the United States Bankruptcy Court because it was adopted pursuant to the First Amended Joint Plan of Reorganization of Montgomery Ward Holding Corp. ("Holding Corp.") and its Debtor Subsidiaries, dated May 26, 1999, as confirmed on July 15, 1999 by the United States Bankruptcy Court for the District of Delaware. Montgomery Ward & Co., Incorporated is a wholly-owned subsidiary of Holding Corp. and a debtor subsidiary. Each of the merging parties is a direct or indirect, wholly-owned subsidiary of Montgomery Ward & Co. Incorporated. Holding Corp. filed a petition pursuant to Chapter 11 of the Bankruptcy Code on July 7, 1997.

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 26 PM 1:36

EFFECTIVE DATE
7/27/99

SIXTH: The merging parties are wholly-owned subsidiaries of the same entity and therefore dissenters rights will not be applicable.

SEVENTH: Not applicable

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or article of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of: July 27, 1999.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

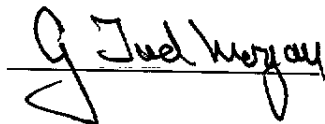
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 26 PM 1:36

EFFECTIVE DATE
7/27/99

ELEVENTH: Signatures for each party:

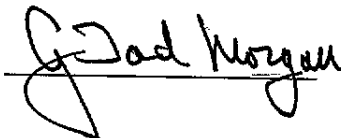
Party Name	Signature	Typed Name
------------	-----------	------------

Brandywine DC, Inc.



G. Tad Morgan, Vice President

Brandywine DC, LLC



Montgomery Ward Development, LLC, its sole member

By: Montgomery Ward, LLC,
its sole member

By: Montgomery Ward & Co.,
Incorporated,
its sole member

By: G. Tad Morgan
Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 26 PM 1:36

EFFECTIVE DATE
7/27/99

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger provides for the merger of Brandywine DC, Inc., incorporated under the laws of the State of Florida ("Subsidiary"), with and into Brandywine DC, LLC, organized under the laws of the State of Delaware ("Survivor"). Survivor and Subsidiary are sometimes hereinafter referred to as the "Constituent Entities".

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 26 PM 1:36

1. This Agreement and Plan of Merger was deemed approved without the need for Board of Directors or Stockholder approval pursuant to an Order of the United States Bankruptcy Court because it was adopted pursuant to the First Amended Joint Plan of Reorganization of Montgomery Ward Holding Corp. ("Holding Corp.") and its Debtor Subsidiaries, dated May 26, 1999, as confirmed on July 15, 1999 by the United States Bankruptcy Court for the District of Delaware. Montgomery Ward & Co., Incorporated is a wholly-owned subsidiary of Holding Corp. and a debtor subsidiary. Each of the Constituent Entities is a direct or indirect, wholly-owned subsidiary of Montgomery Ward & Co. Incorporated. Holding Corp. filed a petition pursuant to Chapter 11 of the Bankruptcy Code on July 7, 1997.

EFFECTIVE DATE
7/27/99

2. The Certificate of Formation of Survivor, as in effect immediately prior to the Effective Date, shall be the Certificate of Formation of the Survivor from and after the Effective Date, until amended as provided therein and in accordance with the Delaware Limited Liability Company Act (the "LLC Act"). No change therein shall be effected by the Merger.

3. The Single Member Operating Agreement of the Survivor in effect immediately prior to the Effective Date shall be the governing agreement of the Survivor. The ownership structure of the Survivor shall be as set forth in such Single Member Operating Agreement. No change therein shall be effected by the Merger.

4. The manner and basis of converting all of the shares of capital stock of Subsidiary and the membership interests of Survivor shall be as follows:

- a. all of the shares of capital stock of Subsidiary issued and outstanding as of the Effective Date shall, by virtue of the merger and without any action on the part of Survivor or the sole shareholder of Subsidiary, be canceled and retired and no payment shall be made with respect thereto; and
- b. each issued and outstanding membership interest in Survivor shall remain outstanding.

All of the issued and outstanding shares of capital stock (or membership interests, as the case may be) of the Constituent Entities are owned, directly or indirectly, by the same entity.

5. The Merger of the Subsidiary with and into the Survivor having been fully authorized in accordance with the provisions of the LLC Act and in accordance with the Florida Corporation Act, the Constituent Entities hereby stipulate that they will cause to be executed and filed and/or

recorded any document or documents prescribed by the laws of the State of Delaware and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effect the merger.

6. The Board of Directors or sole member, as appropriate, and the proper officers of the Constituent Entities, 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 which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or the Merger herein provided for.

7. The Merger herein provided for shall become effective as of July 27, 1999 (the "Effective Date").

8. The Merger shall not be deemed to constitute an assignment or transfer to the Survivor of any interest in any property, lease or other contract of the Subsidiary; it being understood that any and all such interests shall be vested in the Survivor without reversion or impairment by virtue of the Merger and without any further action by any person whatsoever.

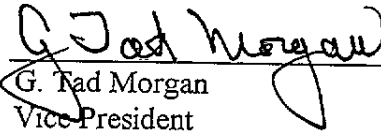
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 26 PM 1:36

EFFECTIVE DATE
7/27/99

Subsidiary:

BRANDYWINE DC, INC.

By:


G. Tad Morgan
Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 26 PM 1:36

EFFECTIVE DATE
2/27/99

Parent/Survivor:

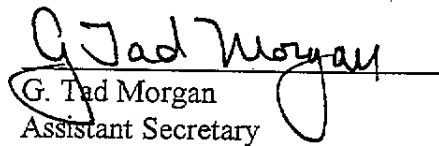
BRANDYWINE DC, LLC

BY: MONTGOMERY WARD
DEVELOPMENT, LLC,
its sole member

By: MONTGOMERY WARD, LLC,
its sole member

By: MONTGOMERY WARD & CO.,
INCORPORATED,
its sole member

By:


G. Tad Morgan
Assistant Secretary