

H02516

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Aventura Kay-Bee Toy, Inc. (et al)

Merging into:

Brynton Beach Kay-Bee Toy, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
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12/18/96

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

40000204644-3
-01/06/97-01019-015
***1155.00 ***1155.00

ARTICLES OF MERGER
Merger Sheet

MERGING -----

AVENTURA KAY-BEE TOY, INC. F64755
MELBOURNE SQUARE KAY-BEE TOY, INC. F53231
MALL AT 163RD ST KAY-BEE TOY, INC. F62658
FLORIDA MALL KAY-BEE TOY, INC. H20229
WESTLAND-HIALEAH KAY-BEE TOY, INC. H25900
LAKE SQUARE KAY-BEE TOY, INC. H51578
PALM BEACH MALL KAY-BEE TOY, INC. J36621
BROWARD KAY-BEE TOY, INC. J51023
UNIVERSITY PENSACOLA KAY-BEE TOY, INC. J75042
HAVEN MALL KAY-BEE TOY, INC. K36100
MIAMI-FLAGLER KAY-BEE TOY, INC. L04830
SAWGRASS TOY WORKS, INC. L89246
KENDALL KAY-BEE TOY, INC. L96824
SAWGRASS KAY-BEE TOY OUTLET, INC. S21146
DEERFIELD KAY-BEE TOY, INC. S74843
GOVERNOR'S SQUARE KAY-BEE TOY, INC. P93000015735
COLONIAL PALMS KAY-BEE TOY, INC. S21031
CORAL SQUARE KAY-BEE TOY, INC. G85685
COUNTRYSIDE KAY-BEE TOY, INC. L98177
FLORIDA-SARASOTA KAY-BEE TOY, INC. M78322
THE GARDENS KAY-BEE TOY, INC. J96745
ORANGE PARK (FLA.) KAY-BEE TOY, INC. J88936
PEMBROKE COMMONS KAY-BEE TOY, INC. S38711
PEMBROKE LAKES KAY-BEE TOY, INC. V24060
PORT CHARLOTTE KAY-BEE TOY, INC. K86602
REGENCY SQUARE KAY-BEE TOY, INC. F97691
SOUTH GATE (FLA.) KAY-BEE TOY, INC. K10523
TAMPA BAY KAY-BEE TOY, INC. H39730
TREASURE COAST KAY-BEE TOY, INC. J65849
CW-FLORIDA, INC. P96000085213
CSIC-VTS-FLORIDA, INC. P96000088851
KBTHS-FLORIDA, INC. P96000085203

FLORIDA CORPORATIONS

INTO

BOYNTON BEACH KAY-BEE TOY, INC., a Florida corporation, H02516,
which changed its name to **K B TOY OF FLORIDA, INC.**

File date: December 18, 1996 , effective December 31, 1996

Corporate Specialist: Nancy Hendricks

STATE OF FLORIDA
ARTICLES OF MERGER
OF

FILED
96 DEC 18 PM 2:01
STATE
TALLAHASSEE, FLORIDA

AVENTURA KAY-BEE TOY, INC
MELBOURNE SQUARE KAY-BEE TOY, INC
MALL AT 163RD ST KAY-BEE TOY, INC
FLORIDA MALL KAY-BEE TOY, INC
WESTLAND-HIALEAH KAY-BEE TOY, INC
LAKE SQUARE KAY-BEE TOY, INC
PALM BEACH MALL KAY-BEE TOY, INC
BROWARD KAY-BEE TOY, INC
UNIVERSITY PENSACOLA KAY-BEE TOY, INC.
HAVEN MALL KAY-BEE TOY, INC.
MIAMI-FLAGLER KAY-BEE TOY, INC.
SAWGRASS TOY WORKS, INC
KENDALL KAY-BEE TOY, INC
SAWGRASS KAY-BEE TOY OUTLET, INC
DEERFIELD KAY-BEE TOY, INC
GOVERNOR'S SQUARE KAY-BEE TOY, INC
COLONIAL PALMS KAY-BEE TOY, INC.
CORAL SQUARE KAY-BEE TOY, INC.
COUNTRYSIDE KAY-BEE TOY, INC.
FLORIDA-SARASOTA KAY-BEE TOY, INC
THE GARDENS KAY-BEE TOY, INC.
ORANGE PARK (FLA.) KAY-BEE TOY, INC.
PEMBROKE COMMONS KAY-BEE TOY, INC.
PEMBROKE LAKES KAY-BEE TOY, INC.
PORT CHARLOTTE KAY-BEE TOY, INC.
REGENCY SQUARE KAY-BEE TOY, INC.
SOUTH GATE (FLA.) KAY-BEE TOY, INC.
TAMPA BAY KAY-BEE TOY, INC.
TREASURE COAST KAY-BEE TOY, INC.
CW-FLORIDA, INC.
CSIC-VTS-FLORIDA, INC.
KBTHS-FLORIDA, INC.

EFFECTIVE DATE
12/31/96

FLORIDA CORPORATIONS

INTO

BOYNTON BEACH KAY-BEE TOY, INC.

A FLORIDA CORPORATION

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: The plan of merger is attached hereto as Exhibit A.

SECOND: The effective date of the merger is as of the close of business on December 31, 1996.

THIRD: The plan of merger was adopted by the shareholders of each of the following merged companies on the date indicated.

<u>Name</u>	<u>Date of Adoption of Plan of Merger</u>
Aventura Kay-Bee Toy, Inc.	12/10/96
Melbourne Square Kay-Bee Toy, Inc.	12/10/96
Mall at 163rd St. Kay-Bee Toy, Inc.	12/10/96
Florida Mall Kay-Bee Toy, Inc.	12/10/96
Westland-Hialeah Kay-Bee Toy, Inc.	12/10/96
Lake Square Kay-Bee Toy, Inc.	12/10/96
Palm Beach Mall Kay-Bee Toy, Inc.	12/10/96
Broward Kay-Bee Toy, Inc.	12/10/96
University Pensacola Kay-Bee Toy, Inc.	12/10/96
Haven Mall Kay-Bee Toy, Inc.	12/10/96
Miami-Flagler Kay-Bee Toy, Inc.	12/10/96
Sawgrass Toy Works, Inc.	12/10/96
Kendall Kay-Bee Toy, Inc.	12/10/96
Sawgrass Kay-Bee Toy Outlet, Inc.	12/10/96
Deerfield Kay-Bee Toy, Inc.	12/10/96
Governor's Square Kay-Bee Toy, Inc.	12/10/96
Colonial Palms Kay-Bee Toy, Inc.	12/10/96
Coral Square Kay-Bee Toy, Inc.	12/10/96
Countryside Kay-Bee Toy, Inc.	12/10/96
Florida-Sarasota Kay-Bee Toy, Inc.	12/10/96
The Gardens Kay-Bee Toy, Inc.	12/10/96
Orange Park (Fla.) Kay-Bee Toy, Inc.	12/10/96
PemBroke Commons Kay-Bee Toy, Inc.	12/10/96
PemBroke Lakes Kay-Bee Toy, Inc.	12/10/96
Port Charlotte Kay-Bee Toy, Inc.	12/10/96
Regency Square Kay-Bee Toy, Inc.	12/10/96
South Gate (Fla.) Kay-Bee Toy, Inc.	12/10/96
Tampa Bay Kay-Bee Toy, Inc.	12/10/96
Treasure Coast Kay-Bee Toy, Inc.	12/10/96
CW-Florida, Inc.	12/10/96
CSIC-VTS-Florida, Inc.	12/10/96
KBTHS-Florida, Inc.	12/10/96

The plan of merger was adopted by the sole shareholder of Boynton Beach Kay-Bee Toy, Inc., a Florida corporation, on the 10th day of December, 1996.

The sole shareholder of the surviving corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

Signed this 10th day of December, 1996.

BOYNTON BEACH KAY-BEE TOY, INC.
AVENTURA KAY-BEE TOY, INC.
MELBOURNE SQUARE KAY-BEE TOY, INC.
MALL AT 163RD ST. KAY-BEE TOY, INC.
FLORIDA MALL KAY-BEE TOY, INC.
WESTLAND-HIALEAH KAY-BEE TOY, INC.
LAKE SQUARE KAY-BEE TOY, INC.
PALM BEACH MALL KAY-BEE TOY, INC.
BROWARD KAY-BEE TOY, INC.
UNIVERSITY PENSACOLA KAY-BEE
TOY, INC.
HAVEN MALL KAY-BEE TOY, INC.
MIAMI-FLAGLER KAY-BEE TOY, INC.
SAWGRASS TOY WORKS, INC.
KENDALL KAY-BEE TOY, INC.
SAWGRASS KAY-BEE TOY OUTLET, INC.
DEERFIELD KAY-BEE TOY, INC.
GOVERNOR'S SQUARE KAY-BEE
TOY, INC.
COLONIAL PALMS KAY-BEE TOY, INC.
CORAL SQUARE KAY-BEE TOY, INC.
COUNTRYSIDE KAY-BEE TOY, INC.
FLORIDA-SARASOTA KAY-BEE TOY, INC.
THE GARDENS KAY-BEE TOY, INC.
ORANGE PARK (FLA.) KAY-BEE TOY, INC.
PEMBROKE COMMONS KAY-BEE TOY, INC.
PEMBROKE LAKES KAY-BEE TOY, INC.
PORT CHARLOTTE KAY-BEE TOY, INC.
REGENCY SQUARE KAY-BEE TOY, INC.
SOUTH GATE (FLA.) KAY-BEE TOY, INC.
TAMPA BAY KAY-BEE TOY, INC.
TREASURE COAST KAY-BEE TOY, INC.

By: 

Albert J. Bell, Senior Vice President

CW-FLORIDA, INC.
CSIC-VTS-FLORIDA, INC.
KBTHS-FLORIDA, INC.

By: _____

aj Bell

Albert J. Bell, President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger ("Merger Agreement") is made this 15th day of December 1996 by and among Boynton Beach Kay-Bee Toy, Inc., a Florida corporation (the "Surviving Corporation") and each of the companies listed below (the "Merged Corporations")

Aventura Kay-Bee Toy, Inc.
Melbourne Square Kay-Bee Toy, Inc.
Mall at 163rd St. Kay-Bee Toy, Inc.
Florida Mall Kay-Bee Toy, Inc.
Westland-Hialeah Kay-Bee Toy, Inc.
Lake Square Kay-Bee Toy, Inc.
Palm Beach Mall Kay-Bee Toy, Inc.
Broward Kay-Bee Toy, Inc.
University Pensacola Kay-Bee Toy, Inc.
Haven Mall Kay-Bee Toy, Inc.
Miami-Flagler Kay-Bee Toy, Inc.
Sawgrass Toy Works, Inc.
Kendall Kay-Bee Toy, Inc.
Sawgrass Kay-Bee Toy Outlet, Inc.
Deerfield Kay-Bee Toy, Inc.
Governor's Square Kay-Bee Toy, Inc.
Colonial Palms Kay-Bee Toy, Inc.
Coral Square Kay-Bee Toy, Inc.
Countryside Kay-Bee Toy, Inc.
Florida-Sarasota Kay-Bee Toy, Inc.
The Gardens Kay-Bee Toy, Inc.
Orange Park (Fla.) Kay-Bee Toy, Inc.
Pembroke Commons Kay-Bee Toy, Inc.
Pembroke Lakes Kay-Bee Toy, Inc.
Port Charlotte Kay-Bee Toy, Inc.
Regency Square Kay-Bee Toy, Inc.
South Gate (Fla.) Kay-Bee Toy, Inc.
Tampa Bay Kay-Bee Toy, Inc.
Treasure Coast Kay-Bee Toy, Inc.
CW-Florida, Inc.
CSIC-VTS-Florida, Inc.
KBTHS-Florida, Inc.

WHEREAS, the respective Board of Directors of the Surviving Corporation and the Merged Corporations deem it advisable and in the best interests of the parties hereto, that the Merged Corporations be merged into the Surviving Corporation under the laws of the State of Florida in the manner provided therefor pursuant to Section 607.214 of the Florida General Corporation Act.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereto agree to merge upon the terms and conditions below stated:

1 The parties hereto agree that the Merged Corporations will be merged into the Surviving Corporation (the "Merger").

2 The mode of carrying the Merger into effect will be as follows:

(a) At the Effective Date (as defined below), each issued and outstanding share of common stock of each Merged Corporation which shall be outstanding on the Effective Date of the Merger, and all rights in respect thereof, shall be canceled on the Effective Date and certificates representing such shares shall be surrendered and canceled.

(b) At the Effective Date, each issued and outstanding share of common stock of the Surviving Corporation shall remain outstanding and unchanged as a result of the Merger.

(c) The Merger will become effective as of the close of business on December 31, 1996 (the "Effective Date").

(d) Upon the Effective Date of the Merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporations shall be transferred to, vested in, and devolve upon, the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporations shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporations, respectively. The Merged Corporations hereby agree from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporations acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Merged Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporations or otherwise to take any and all such action.

(e) The Articles of Incorporation of the Surviving Corporation shall be amended as follows:

FIRST: The name of the corporation shall be K B Toy of Florida, Inc.

3 The respective Board of Directors of the constituent corporations a party hereto shall have the power in their discretion to abandon the Merger provided for herein prior to the filing of the Merger Agreement or other appropriate certificate with the office of the Secretary of State.