

**Secretary of State
Corporations Division
Suite 315, West Tower
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Atlanta, Georgia 30334-1530**

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PARANET CORPORATION SERVICES, INC.
VICKI JACKSON
3761 VENTURE DRIVE, STE 260
DULUTH, GA 30096



CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**FRANCES MEYER, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



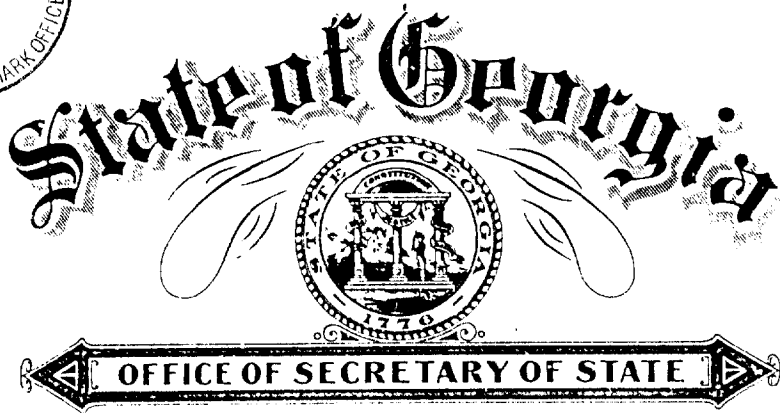
Lewis A. Massey

Lewis A. Massey
Secretary of State

**TRADEMARK
REEL: 1799 FRAME: 0362**



DUPLICATE



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that "FRANCES MEYER, INC.", a corporation of the State of Virginia, has been duly merged under the laws of the State of Georgia pursuant to articles of merger filed in the office of the Secretary of State on the 4th day of September, 1985, into "FRANCES MEYER, INC.", a corporation of the State of Georgia, the resulting corporation, effective the 4th day of September, 1985, and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **4th** day of **September** in the year of our Lord One Thousand Nine Hundred and Eighty **Five** and of the Independence of the United States of America the Two Hundred and **Ten**.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

STATE OF GEORGIA .

ARTICLES OF MERGER OF FRANCES MEYER, INC.
A VIRGINIA CORPORATION INTO FRANCES MEYER, INC.
A GEORGIA CORPORATION



The undersigned corporations, pursuant to the provisions of Title 14-2-217 of the Code of Georgia, as amended, execute the following Articles of Merger.

ARTICLE I

The names of the corporations proposing to merge and the names of the states under the law of which such corporations are organized are as follows:

<u>Names of Corporation</u>	<u>State of Incorporation</u>
Frances Meyer, Inc.	Virginia
Frances Meyer, Inc.	Georgia

ARTICLE II

The laws of the State of Virginia, the state under which such foreign corporation is organized, permits such merger.

ARTICLE III

The name of the Surviving Corporation shall be Frances Meyer, Inc., and it shall be governed by the laws of the State of Georgia.

ARTICLE IV

The Agreement and Plan of Merger attached to these ARTicles as Exhibit "A" was approved by the shareholders and the board of directors of the undersigned domestic corporation in the manner prescribed by the Georgia Business Corporation Code and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state of Virginia.

ARTICLE V

The shareholder vote required to adopt the Plan of Merger for each of the constituent corporation is as follows:

<u>Name of Corporation</u>	<u>Shareholder Vote Required</u>
Frances Meyer, Inc. a Georgia corporation	Majority of outstanding shares entitled to vote
Frances Meyer, Inc. a Virginia corporation	Two-thirds outstanding shares entitled to vote

ARTICLE VI

The number of shares outstanding and the number of shares entitled to vote by class for each of the constituent corporations is as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Total Number of Shares Entitled to Vote</u>	<u>Designation of Class</u>
Frances Meyer, Inc. Georgia	1525	1525	Common Stock
Frances Meyer, Inc. Virginia	1525	1525	Common Stock

ARTICLE VII

The number of shares voted for and against the plan by class, respectively, for each of the constituent corporations is as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>	<u>Designation of Class</u>
Frances Meyer, Inc. Georgia	1525	0	Common Stock
Frances Meyer, Inc.	1525	0	Common Stock

ARTICLE VIII

All provisions of the laws of the State of Georgia and the State of Virginia applicable to the proposed merger have been complied with.

ARTICLE IX

It is agreed that upon and after the issuance of the Certificate of Merger by the Secretary of State of the State of Georgia: (1) the Surviving Corporation may be served with process in the State of Georgia in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Georgia which is a party to the merger and in any

proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Georgia against the Surviving Corporation; (2) the Secretary of State of the State of Georgia shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceeding; the address to which service of process in any such proceeding shall be mailed is: Frances D. Meyer, President, Frances Meyer, Inc. P. O. Box 2786, Savannah, Georgia 31402; (3) the Surviving Corporation will promptly pay to the shareholders of any constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of §14-2-250, 251 of the Official Code of Georgia (1982) with respect to the right of dissenting shareholders.

ARTICLE X

The merger shall become effective as of the time of filing of the Articles of Merger with the Secretary of State.

IN WITNESS WHEREOF each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its president and attested to by its secretary as of the 27th day of August, 1985.

FRANCES MEYER, INC.
a Georgia corporation

By: Frances D. Meyer
Frances D. Meyer,
President

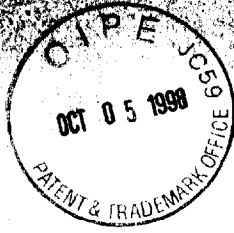
Attest: Richard Meyer, III
Richard Meyer, III
Secretary

FRANCES MEYER, INC.
A Virginia corporation

By: Frances D. Meyer
Frances D. Meyer,
President

Attest: Richard Meyer, III
Richard Meyer, III
Secretary

SEP 4 8 43 AM '85
STATE SECRETARY OF STATE



CONSENT

I, the undersigned FRANCES D. MEYER do hereby accept and consent to my appointment as registered agent for FRANCES MEYER, INC., a Georgia profit corporation.

Frances D. Meyer
FRANCES D. MEYER