

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 11/21/2015. Attached is a true and correct copy of the said filing.

Surviving Entity:

CATHERINES #5147, INC., a Foreign Profit Corporation

Nonsurviving Entity/Entities:

CATHERINES #5173, INC., a Domestic Profit Corporation

CATHERINES #5186, INC., a Domestic Profit Corporation

CATHERINES #5210, INC., a Domestic Profit Corporation

CATHERINES #5352, INC., a Domestic Profit Corporation

CATHERINES #5353, INC., a Domestic Profit Corporation

CATHERINES #5648, INC., a Domestic Profit Corporation

CATHERINE'S #5857, INC., a Domestic Profit Corporation

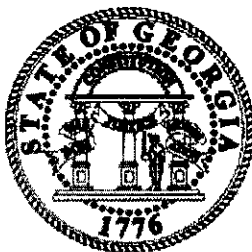
CATHERINES #5874, INC., a Domestic Profit Corporation

THE ANSWER #5454, INC., a Domestic Profit Corporation

THE ANSWER #5543, INC., a Domestic Profit Corporation

THE ANSWER #5640, INC., a Domestic Profit Corporation

WITNESS my hand and official seal in the City of
Atlanta and the State of Georgia on 12/10/2015



A handwritten signature in black ink, appearing to read "B: P. Kemp".

Brian P. Kemp
Secretary of State

ARTICLES OF MERGER

OF

Catherines #5173, Inc.
Catherines #5186, Inc.
Catherines #5210, Inc.
Catherines #5352, Inc.
Catherines #5353, Inc.
Catherines #5648, Inc.
Catherines #5857, Inc.
Catherines #5874, Inc.
The Answer #5454, Inc.
The Answer #5543, Inc.
The Answer #5640, Inc.

AND

Catherines #5147, Inc.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger.

1, The following, attached hereto as Exhibit "A", is the Plan of Merger for merging the following non-surviving corporations:

Catherines #5173, Inc.
Catherines #5186, Inc.
Catherines #5210, Inc.
Catherines #5352, Inc.
Catherines #5353, Inc.
Catherines #5648, Inc.
Catherines #5857, Inc.
Catherines #5874, Inc.
The Answer #5454, Inc.
The Answer #5543, Inc.
The Answer #5640, Inc.

(hereinafter referred to as the "Non-Surviving Corporations"), each a corporation incorporated under the laws of the State of Georgia with and into Catherines #5147, Inc., the surviving corporation incorporated under the laws of the State of Florida, adopted at a meeting by the Board

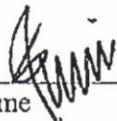
of Directors of each of the Non-Surviving Corporation on November 10, 2015 and adopted at a meeting by the Board of Directors of Catherines #5147, Inc. on November 10, 2015.

2. The merger was duly approved by the shareholders of each of the Non-Surviving Corporations.
3. The merger of the Non-Surviving Corporations with and into Catherines #5147, Inc. is permitted by the laws of the jurisdiction of organization of Catherines #5147, Inc. and has been authorized in compliance with said laws.
4. This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.
5. The merger herein provided for shall take effect in the State of Georgia at 5:00 p.m. on November 21, 2015.

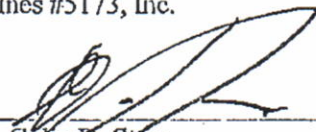
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK – SIGNATURES ON NEXT PAGE]

Executed on November 10, 2015

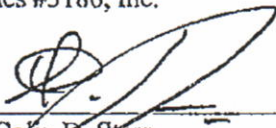
Catherines #5147, Inc.

By: 
Kirk R. Simme
Senior Vice President

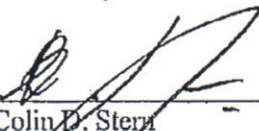
Catherines #5173, Inc.

By: 
Colin D. Stern
Vice President

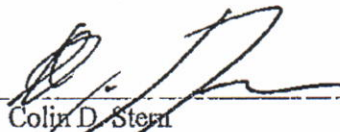
Catherines #5186, Inc.

By: 
Colin D. Stern
Vice President

Catherines #5210, Inc.

By: 
Colin D. Stern
Vice President

Catherines #5352, Inc.

By: 
Colin D. Stern
Vice President

2015 DEC 10 AM 8:20
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION

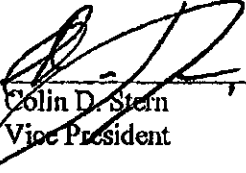
Catherines #5353, Inc.

By: _____


Colin D. Stern
Vice President

Catherines #5648, Inc.

By: _____


Colin D. Stern
Vice President

Catherines #5857, Inc.

By: _____


Colin D. Stern
Vice President

Catherines #5874, Inc.

By: _____


Colin D. Stern
Vice President

The Answer #5454, Inc.

By: _____


Colin D. Stern
Vice President

The Answer #5543, Inc.

By: _____


Colin D. Stern
Vice President

The Answer #5640, Inc.

By: _____


Colin D. Stern
Vice President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of November 10, 2015, by and between or among the entities set forth in Section 8 hereof.

In consideration of the premises and mutual covenants and agreements herein made, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. Pursuant to provisions of the laws of their respective jurisdictions of incorporation or formation, as applicable (the "Applicable Laws"), each entity identified in Section 8 as a Constituent Company (each, a "Constituent Company") shall be merged with and into the entity identified in Section 8 as the Surviving Company (the "Surviving Company"). The separate existence of each Constituent Company shall cease upon the effective date of the merger in accordance with the provisions of the Applicable Laws.

2. The effective time of the merger shall be 5:00 PM on November 21, 2015.

3. The governing documents of the Surviving Company upon the effective time of the merger shall be the governing documents of the surviving entity, which shall continue in full force and effect until amended and changed in the manner prescribed by the applicable provisions of the Applicable Laws of the Surviving Company.

4. At the effective time of the merger, all equity interests of each Constituent Company shall be cancelled for no consideration. The issued and outstanding equity interests of the Surviving Company shall not be converted, exchanged or modified in any manner as a result of the merger, but each said equity interest that is outstanding as of the effective time of the merger shall continue to be outstanding.

5. At the effective time of the merger, the Surviving Company shall assume all the liabilities of each Constituent Company.

6. Each of the parties hereto agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the Applicable Laws and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. Each officer of any Constituent Company and each officer of the Surviving Company are hereby authorized to execute Articles and Certificates of Merger upon and on behalf of such Constituent Company and Surviving Company, respectively, in conformity with the applicable provisions of the Applicable Laws and their respective organizational documents; and the Board of Directors or Board of Managers, as applicable, and the proper officers of each Constituent Company and the Board of Directors or Board of Managers, as applicable, and the proper officers of the Surviving Company, respectively, 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 that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provision of this Agreement and Plan of Merger or of the merger herein provided for.

8. (a) The Constituent Companies, for purposes of this Agreement and their jurisdictions of incorporation or organization are as follows:

SEE EXHIBIT "A" ATTACHED HERETO

(b) The Surviving Company, for purposes of this Agreement and its jurisdiction of incorporation or organization is as follows:


Corporation	Jurisdiction
Catherines #5147, Inc.	Florida

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by an authorized person as of the date first above written.

For and on behalf of each of the entities listed on Exhibit "A" attached hereto.

By: 
Name: Colin D. Stern
Title: Vice President

Catherines #5147, Inc.

By: 
Name: Kirk R. Simcoe
Title: Senior Vice President

(Corporate/Legal/Shared/Corporate/2013Company/Restructuring/Merger Agreement Cath #5147, Inc. GA corps 11-21-15.docx)

Exhibit "A"

Constituent Entity	Jurisdiction	Store No. (Internal)
Catherines #5173, Inc.	GA	5173
Catherines #5186, Inc.	GA	5186
Catherines #5210, Inc.	GA	5210
Catherines #5352, Inc.	GA	5352
Catherines #5353, Inc.	GA	5353
The Answer #5454, Inc.	GA	5454
The Answer #5543, Inc.	GA	5543
The Answer #5640, Inc.	GA	5640
Catherines #5648, Inc.	GA	5648
Catherines #5857, Inc.	GA	5857
Catherines #5874, Inc.	GA	5874