

F98000003518

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

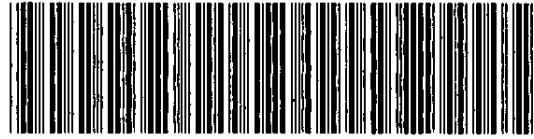
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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Law Offices
GEOFFREY M. WAYNE, P.A.
Suite 330
2929 S.W. Third Avenue
Miami, Florida 33129-2710

Telephone 305.381.8108
Facsimile 305.381.8109

GEOFFREY M. WAYNE

gmw@abogadomiami.com www.abogadomiami.com

August 26, 2008

SENT VIA REGULAR US MAIL

Florida Department of State
Attn: Amendment Section / Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: FOREIGN PROFIT CORPORATION NAME CHANGE
PRIOR NAME: WMF OF AMERICA, INC. (a New York corporation)
CURRENT NAME: WMF AMERICAS, INC. (a New York corporation)

Dear Madam/Sir,

Enclosed please find an executed *Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida* for the above captioned corporation. Additionally, enclosed please find an original certified Certificate of Merger from the State of New York Department of State and a check in the amount of \$35.00 which reflect the filing fee for the foregoing application.

Should you have any questions, please contact me immediately to 786.709.4604.

Thank you.

Sincerely yours,

GEOFFREY M. WAYNE, P.A.


Keri Ann Melendez
Legal Assistant

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F98000003518

(Document number of corporation (if known))

1. WMF OF AMERICA, INC.

(Name of corporation as it appears on the records of the Department of State)

2. New York

(Incorporated under laws of)

3. June 22, 1998

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 25, 2008

5. WMF AMERICAS, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

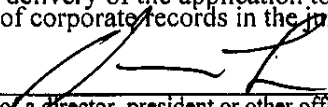
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Onier Llopiz

(Typed or printed name of person signing)

Registered Agent

(Title of person signing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
August 18, 2008.



Paul LaPointe

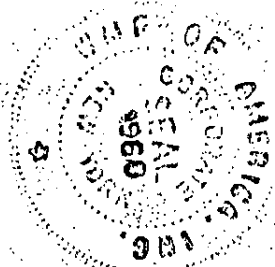
Paul LaPointe
Special Deputy Secretary of State

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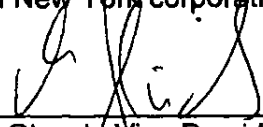
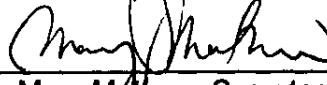
**CERTIFICATE OF MERGER
OF KAISER BAKEWARE, INC. INTO WMF OF AMERICA, INC.
UNDER § 904-a OF THE BUSINESS CORPORATION LAW**

1. The constituent entities are WMF of America, Inc., a New York corporation and Kaiser Bakeware, Inc., a North Carolina corporation. The name under which WMF of America, Inc. was formed was Taris Imports, Inc.
2. The Certificate of Incorporation of WMF of America, Inc. was filed by the New York Department of State on February 18, 1960.
3. The Articles of Incorporation of Kaiser Bakeware, Inc. were filed with the Department of The Secretary of State of North Carolina on March 30, 1993. Kaiser Bakeware, Inc. has not filed application for authority with the New York Department of State. Kaiser Bakeware, Inc. is not the surviving entity.
4. An agreement of merger has been approved and executed by each constituent corporation.
5. WMF of America, Inc. is the surviving corporation.
6. The Certificate of Incorporation of WMF of America, Inc. is being amended simultaneously with the filing of this Certificate of Merger to provide that the name of the corporation shall be "WMF Americas, Inc."
7. The effective date of the merger is June 30, 2008.
8. The merger of Kaiser Bakeware, Inc. is permitted by the laws of North Carolina and is in compliance with those laws.
9. The agreement of merger is on file at the main office of WMF of America, Inc. located at 85 Price Parkway, Farmingdale, New York 11735-1317.

Dated June 23, 2008





WMF OF AMERICA, INC.,
a New York corporation.

By: 
Markus Glueck, Vice President
and 
Mary Mathew, Secretary

(CORPORATE SEAL)

Dated June 23, 2008

KAISER BAKEWARE, INC.,
a North Carolina corporation.

By: 
Mark Harris, President
and: 
Mark Harris, Secretary

(CORPORATE SEAL)

CERTIFICATE OF MERGER
OF KAISER BAKEWARE, INC. INTO WMF OF AMERICA, INC.
UNDER § 904-a OF THE BUSINESS CORPORATION LAW

Filed by: Geoffrey M. Wayne
1201 Brickell Avenue, Suite 220
Miami, Florida 33131

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CERTIFICATE OF MERGER
OF KAISER BAKEWARE, INC. INTO WMF OF AMERICA, INC.
UNDER § 904-a OF THE BUSINESS CORPORATION LAW

Filed by: Geoffrey M. Wayne
1201 Brickell Avenue, Suite 220
Miami, Florida 33131

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STATE OF NEW YORK
DEPARTMENT OF STATE

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NEW YORK

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