

P98000085155

XIAO BING XU

ATTORNEY & COUNSELOR AT LAW

5705 HANSEL AVENUE - ORLANDO - FLORIDA 32809

☎ VOICE (407) 851-1000 ☎ FAX (407) 851-1007

September 28, 1998

DIRECTOR
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: AMERICAN MERCANTILE CORPORATION
ARTICLE OF MERGER

Dear Sir or Madam:

800002656328--0
-10/06/98--01002--004
*****87.50 *****78.75

I am enclosing herewith the original and one (1) copy of the Articles of Merger of American Mercantile Company, a California corporation into American Mercantile Corporation, a Florida corporation for filing.

Also enclosed is my check no: # 1200 in the amount of \$87.50 to cover the cost of:

- | | |
|---|---------|
| 1. Filing fees | \$35.00 |
| 2. Certified Copy of Articles of Merger | \$52.50 |

Please return the certified copy of the Articles to this office. Thank you for your cooperation in this matter.

Yours truly,



Xiao Bing Xu

merger

38

10/6/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 1:18

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN MERCANTILE COMPANY, a nonqualified California corp.

INTO

AMERICAN MERCANTILE CORPORATION, a Florida corporation,
P98000085155

File date: October 2, 1998

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER OF
AMERICAN MERCANTILE COMPANY, A CALIFORNIA CORPORATION
INTO
AMERICAN MERCANTILE CORPORATION, A FLORIDA CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 OCT -2 PM 1:18

Pursuant to the Section §607.1104 of the Florida Statutes the undersigned corporations, AMERICAN MERCANTILE COMPANY, a California corporation and AMERICAN MERCANTILE CORPORATION, a Florida corporation, adopt the following Articles of Merger for the purpose of merging AMERICAN MERCANTILE COMPANY, a California corporation into AMERICAN MERCANTILE CORPORATION, a Florida corporation.

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of AMERICAN MERCANTILE COMPANY, a California corporation into AMERICAN MERCANTILE CORPORATION, a Florida corporation is attached to these Articles as an exhibit.

ADOPTION OF PLAN

2. The Plan of Merger was approved by the board of directors of AMERICAN MERCANTILE COMPANY, a California corporation at a special meeting of the board held on September 4, 1998.

3. The Plan of Merger was approved by the board of directors of AMERICAN MERCANTILE CORPORATION, a Florida corporation at a special meeting of the board held on September 4, 1998.

EFFECTIVE DATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 1:18

4. The Plan of Merger shall be effective on the filing of these Articles with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned corporation has caused these Articles to be signed as of 4th day of September, 1998.

**AMERICAN MERCANTILE
CORPORATION, a Florida corporation**

By: *Yasuhiko Tominaga*
Yasuhiko Tominaga, President

By: *Yoko Tominaga*
Yoko Tominaga, Secretary

**AMERICAN MERCANTILE
COMPANY, a California corporation**

By: *Yasuhiko Tominaga*
Yasuhiko Tominaga, President

By: *Yoko Tominaga*
Yoko Tominaga, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4th day of September, 1998 by Yasuhiko Tominaga, as President of AMERICAN MERCANTILE CORPORATION, a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced Florida Driver License as identification.

Donald L. Simmons
NOTARY PUBLIC
My Commission Expires:

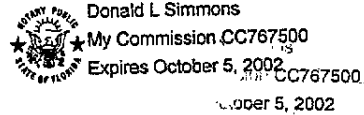
 Donald L. Simmons
My Commission CC767500
Expires October 5, 2002

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4th day of September, 1998 by Yasuhiko Tominaga, as President of AMERICAN MERCANTILE COMPANY, a California corporation, on behalf of the corporation. He/She is personally known to me or has produced Florida Driver License as identification.

Donald L. Simmons
NOTARY PUBLIC
My Commission Expires:

This instrument was prepared by
Xiao Bing Xu, Esquire
5705 Hansel Avenue
Orlando, Florida 32809.
(407)851-1000



**PLAN AND AGREEMENT OF MERGER
MERGING
AMERICAN MERCANTILE COMPANY
INTO
AMERICAN MERCANTILE CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 OCT -2 PM 1:18

PLAN AND AGREEMENT OF MERGER made as of the 25 day of September, 1998, by and between American Mercantile Company ("AMC") and American Mercantile Corporation ("AMC-F").

WHEREAS, AMC-F, is a corporation organized and existing under the laws of the State of Florida, having been incorporated on 9/25/1998 and having an authorized capital of 7500 shares of \$1.00 par value common stock, of which 200 shares are currently issued and outstanding; and

WHEREAS, AMC is a corporation organized and existing under the laws of the State of California having been incorporated on 08/25/1960, and having an authorized capital of 9600 shares of \$10.00 par value common stock, of which 9600 shares are currently issued and outstanding; and

WHEREAS, it is deemed advisable and in the best interests of AMC and AMC-F and their respective shareholders to merge AMC into AMC-F under the provisions of Section §607.214 of the Florida Statutes in order to further the business purpose of AMC.

NOW, THEREFORE, for the mutual promises set forth herein and for other valuable consideration, the receipt, adequacy, and sufficiency of which are hereby acknowledged, the parties hereto in accordance with the aforementioned provisions of the laws of the State of Florida, agree as follows:

1. Merger. AMC shall be merged into AMC-F, the surviving corporation, and does hereby agree and prescribe that the laws which shall govern the surviving corporation shall be the laws of the State of Florida.
2. Surviving Corporation. The name of the surviving corporation shall American Mercantile Corporation, and its charter shall be the original articles incorporation which was granted to it at the time of its incorporation.
3. Effective Date of Merger. This Plan of Merger shall become effective on the date it is filed with the Secretary of State of the State of Florida.
4. Bylaws, Officers, Directors. The Bylaws of AMC-F, until amended or

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 1:18

revised, shall be the present bylaws of the surviving corporation - The officers and directors of AMC-F shall continue as the officers and directors of the surviving corporation until the next annual meetings of shareholders and directors at which time their successors shall be duly elected and qualified.

5. Capital Stock.

- (a) The authorized capital stock of the surviving corporation shall be 7500 shares of common stock having a par value of \$1.00 each.
- (b) The manner of converting the shares of AMC and AMC-F into shares of the merged corporation shall be as follows. At the effective date of the merger, the mode of carrying the merger into effect shall be as follows: Since all shares of the outstanding capital stock of the AMC and AMC-F, are currently owned by the same shareholders, no additional shares need to be issued by the Surviving Corporation AMC-F to reflect the ownership interest of the stockholders after the Effective Date. The certificates representing the shares of stock of the Merging Corporation AMC shall be surrendered and cancelled on the Effective Date. The then outstanding shares of the Surviving Corporation AMC-F shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

6. Pursuant to applicable statutory provisions, the merger does not require the approval of the shareholders of the Surviving Corporation or the Merging Corporation. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

(a). All of the outstanding shares of capital stock of the Surviving and Merging Corporations are currently owned, and on the Effective date of the merger will be owned, by the same shareholders.

(b). With the exception of a change of the Surviving Corporation's name, the place of business, the Plan does not conflict with or make any changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation:

(c) Since all shares of the Surviving and Merging Corporations are owned by the Parent Corporation, notice of the merger need not be given to stockholders of the Merging Corporation.

7. The shareholders as the holder of all of the outstanding shares of the Surviving and Merging Corporations hereby expressly waives the mailing requirement of a copy of this Plan of Merger.

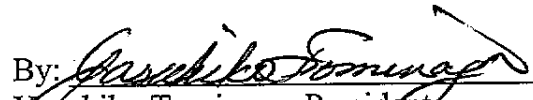
8. Effect of Merger. When this Plan and Agreement of Merger shall have been signed and delivered and Articles of Merger filed and recorded as required by the laws of the State of Florida, the existence of AMC shall cease and it shall be merged into AMC-F and the surviving corporation shall be known as American Mercantile Corporation. The surviving corporation shall possess all the rights, privileges, powers and franchises of a public as well as a private nature, and shall be subject to all the restrictions, liabilities, and duties of the corporations so merged and all and singular the rights, privileges, powers and franchises of the merged corporations, and all property, real, personal and mixed, and all debts due to the merged corporations, on whatever account, shall be vested in the surviving corporation. All property, rights, privileges, powers, and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the merged corporations, and the title to any real estate, whether by deed or otherwise, vested in the merged corporations, shall not revert or be in any way impaired by reason of this merger; provided, that all rights of creditors and all liens upon the property of the merged corporations shall be preserved unimpaired and all debts, liabilities and duties of the merged corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

Dated this 25 day of September, 1998.

Attest:

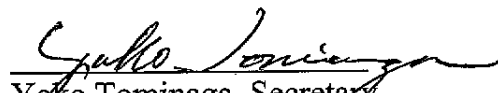
American Mercantile Corporation


Yoko Tominaga, Secretary

By: 
Yasuhiko Tominaga, President

Attest:

American Mercantile Company


Yoko Tominaga, Secretary

By: 
Yasuhiko Tominaga, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25 day of September, 1998 by Yasuhiko Tominaga, as President of American Mercantile Corporation, a Florida corporation, on behalf of the corporation. She/He is

personally known to me or has produced Florida License as identification.

My Commission Expires:



(AFFIX OFFICIAL SEAL)

(Signature)

XIAO BING XU
Name: (Legibly Printed)

Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25 day of September, 1998, by Yasuhiko Tominaga, as President of American Mercantile Company, a California corporation, on behalf of the corporation. She/He is personally known to me or has produced Florida Driver License as identification.

My Commission Expires:



(AFFIX OFFICIAL SEAL)

(Signature)

XIAO BING XU
Name: (Legibly Printed)

Notary Public, State of Florida

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of American Mercantile Corporation, a Florida corporation, and the keeper of the records and corporate seal of said corporation, and that the foregoing Plan and Agreement of Merger has been adopted by a majority vote of all shareholders entitled to vote at a meeting legally called and specially held for that purpose on

Sept 04, 1998

Secretary

(Corporate Seal)

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of American Mercantile Company, a California corporation, and the keeper of the records and corporate seal of said corporation, and that the foregoing Plan and Agreement of Merger has been adopted by a majority vote of all shareholders entitled to vote at a meeting legally called and specially held for that purpose on Sept 24, 1998.


Secretary
(Corporate Seal)

