

PO9000 100266

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

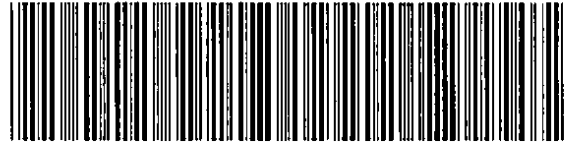
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FL

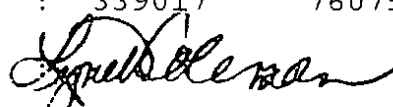
Y. SULKER  
DEC 21 2021

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 339017 7607544

AUTHORIZATION



COST LIMIT : \$78.75

ORDER DATE : December 17, 2021

ORDER TIME : 10:07 AM

ORDER NO. : 339017-005

CUSTOMER NO: 7607544

ARTICLES OF MERGER

MCCLAIN & KYNE, LTD.

INTO

CASTLE BRANDS INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** **CASTLE BRANDS INC.**

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

**Sharon Mayers**

Contact Person

**Pernod Ricard USA**

Firm/Company

**250 Park Ave., 17th Floor**

Address

**New York, NY 10177**

City/State and Zip Code

**sharon.mayers@pernod-ricard.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Sharon Mayers**

Name of Contact Person

At **(519) 257-8576**

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

# ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving entity:

| <u>Name</u>               | <u>Jurisdiction</u> | <u>Entity Type</u> | <u>Document Number</u><br>(If known/ applicable) |
|---------------------------|---------------------|--------------------|--|
| <u>Castle Brands Inc.</u> | <u>FL</u>           | <u>For profit</u>  | <u>P09000100266</u>                              |

**SECOND:** The name and jurisdiction of each merging eligible entity:

| <u>Name</u>                    | <u>Jurisdiction</u> | <u>Entity Type</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------------------|---------------------|--------------------|--|
| <u>McLain &amp; Kyne, Ltd.</u> | <u>KY</u>           | <u>For Profit</u>  | <u>0452257</u>                                   |
| <u> </u>                       | <u> </u>            | <u> </u>           | <u> </u>   |
| <u> </u>                       | <u> </u>            | <u> </u>           | <u> </u>   |
| <u> </u>                       | <u> </u>            | <u> </u>           | <u> </u>   |
| <u> </u>                       | <u> </u>            | <u> </u>           | <u> </u>   |

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☐ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☒ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**11:59 p.m. December 31, 2021**

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

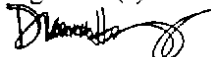
**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:

**Castle Brands Inc.**

**McLain & Kyne, Ltd.**

Signature(s):



*3 may 2---*

Typed or Printed  
Name of Individual:

**Dianna Tsang**

**Sharon Mayers**

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person