

Document Number Only

310677

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

900002341379--3  
-11/07/97--01023--018  
900002341379--3  
-11/07/97--01023--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

900002341379--3  
-11/07/97--01023--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

VGC Credit Corp.

EFFECTIVE DATE

merging into:

VGC Holding USA, Inc.

- ☐ Profit  
☐ NonProfit  
☐ Limited Liability Co.  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☒ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Mail Out
- ☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait
- ☒ Merger  
☐ Mark  
☐ Other  
☐ Change of R.A.  
☐ Fictitious Name Filing  
☐ CUS  
☐ After 4:30  
☒ Pick Up

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NOV 05 1997

G. TAX  
FILING 70  
R. AGENT FEE  
C. COPY 52.50  
TOTAL 122.50  
N. BANK  
BALANCE DUE

CR2E031 (1-89)

310677

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

VGC CREDIT CORP., a Florida corporation 310677  
,

INTO

**VGC HOLDING USA, INC.**, a Delaware corporation not qualified in Florida

File date: November 5, 1997, effective November 10, 1997

Corporate Specialist: Annette Hogan

EFFECTIVE DATE  
11/10/97

ARTICLES OF MERGER  
OF  
VGC CREDIT CORP.  
INTO  
VGC HOLDING USA, INC.

FILED  
NOV - 5 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: VGC Holding USA, Inc. is a corporation organized under the laws of the State of Delaware owning all of the issued and outstanding shares of VGC Credit Corp., a corporation organized under the laws of the State of Florida.

SECOND: The following plan of merger was adopted by the Board of Directors of VGC Holding USA, Inc. as of October 30, 1997:

(1) The name of the parent corporation is VGC Holding USA, Inc. (the "Parent"). The name of the subsidiary corporation is VGC Credit Corp. (the "Subsidiary").

(2) The manner and basis of converting the shares of the Subsidiary into shares or other securities or obligations of the Parent shall be as follows:

(a) Each share of capital stock of the Parent that shall be issued and outstanding on the effective date of the merger shall remain issued and outstanding.

(b) Effective upon the merger, all of the authorized capital stock of the Subsidiary shall be canceled without consideration, automatically and without any action on the part of the Subsidiary.

(3) Shareholders of the Subsidiary who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act (the "Act"), would be entitled to vote and who dissent from the

merger pursuant to Section 607.1320 of the Act, may be entitled, if they comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

THIRD: The effective date of the merger is November 10, 1997.

FOURTH: Pursuant to Section 607.1104 of the Florida Business Corporation Act, shareholder approval was not required to complete the merger of VGC Credit Corp. into VGC Holding USA, Inc.

Signed this 30<sup>th</sup> day of October, 1997.

VGC HOLDING USA, INC.

By Mark E. Lindsay  
Mark E. Lindsay  
Vice President

VGC CREDIT CORP.

By Mark E. Lindsay  
Mark E. Lindsay  
President and Treasurer