

# 445419

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## MERGER OR SHARE EXCHANGE

COLLECTION 2000 COSMETICS, INC.

Certificate of Status	0
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ARTICLES OF MERGER  
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MERGING:

BLASSER BROTHERS INC., NORTH AMERICA, a Florida corporation,  
P93000003309

INTO

**COLLECTION 2000 COSMETICS, INC.**, a Florida entity, 445419

File date: June 12, 2000

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER  
OF  
BLASSER BROTHERS INC., NORTH AMERICA  
WITH AND INTO  
COLLECTION 2000 COSMETICS, INC.


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Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify that:



1. Blasser Brothers Inc., North America, a Florida corporation ("Blasser Brothers") shall be merged with and into Collection 2000 Cosmetics, Inc., a Florida corporation ("Collection 2000"), and Collection 2000 shall be the surviving corporation, (the "Merger").
2. The Agreement and Plan of Merger dated as of June 6, 2000, pursuant to which the Merger was approved and a certified copy of which is attached hereto, was adopted in accordance with Section 607.1101 of the Florida Statutes, and approval by the shareholders and directors of Blasser Brothers and Collection 2000 by unanimous joint written consent dated as of June 6, 2000.
3. The Articles of Incorporation of Collection 2000 as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.
4. The Merger shall become effective on the day that these Articles of Merger have been filed with the Secretary of the State of Florida (the "Effective Date").

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Blasser Brothers and Collection 2000 by their respective authorized officers as of June 6, 2000.

BLASSER BROTHERS INC., NORTH AMERICA, a Florida corporation

By: 

Eduardo M. Blasser  
President

Fax Audit No. H00000031411

COLLECTION 2000 COSMETICS, INC., a Florida corporation

By: *Eduardo M. Blasser*  
Eduardo M. Blasser  
President



AGREEMENT AND PLAN OF MERGER  
OF  
BLASSER BROTHERS INC., NORTH AMERICA  
WITH AND INTO  
COLLECTION 2000 COSMETICS, INC.

This Agreement and Plan of Merger dated as of June 6, 2000, is made by and between COLLECTION 2000 COSMETICS, INC., a corporation organized and existing under the laws of the State of Florida ("Collection 2000" or the "Surviving Corporation"), and BLASSER BROTHERS INC., NORTH AMERICA., a corporation organized and existing under the laws of the State of Florida ("Blasser Brothers").

RECITALS

Pursuant to this Agreement and Plan of Merger, Blasser Brothers shall be merged with and into Collection 2000 (the "Merger") and, incident to the Merger, all the issued and outstanding shares of the common stock of Blasser Brothers shall be cancelled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect and such other terms and conditions as may be required or desired and permitted. The Board of Directors of BLASSER BROTHERS and COLLECTION 2000 deem the Merger desirable and in the best interests of its shareholders and each Director has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted to the individual who is the sole shareholder of both corporations for his approval.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 6 below), in accordance with the provisions of this Agreement and Plan of Merger and the Florida Business Corporation Act, BLASSER BROTHERS shall be merged with and into COLLECTION 2000, which shall be the Surviving Corporation, and the separate existence of Blasser Brothers shall cease. COLLECTION 2000, as the Surviving Corporation, shall possess and retain every interest in all assets and properties of every description and wherever located of Blasser Brothers. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of Blasser Brothers shall be vested in the Surviving Corporation without further act. All obligations due to Blasser Brothers shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of Blasser Brothers existing as of the Effective Date.

2. The Articles of Incorporation of COLLECTION 2000 as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

3. The By-Laws of COLLECTION 2000 as in effect on the Effective Date shall remain in effect and be the By-Laws of the Surviving Corporation.

4. The Board of Directors and officers of COLLECTION 2000 at the Effective Date shall be the Board of Directors and officers, respectively, of the Surviving Corporation, until their successors shall have been elected or appointed, as the case may be, and duly qualified.

5. On the Effective Date, by virtue of the Merger and without any further act, each issued and outstanding share of Blasser Brothers prior to the Effective Date shall be cancelled.

6. The Merger shall become effective on the day that the Articles of Merger of the Constituent Corporations have been filed by the Secretary of State of Florida (the "Effective Date").

IN WITNESS WHEREOF, BLASSER BROTHERS and COLLECTION 2000 have caused this Agreement and Plan of Merger to be signed in their corporate names by their respective Presidents as of the day and year first above written.

BLASSER BROTHERS INC., NORTH AMERICA, a Florida corporation

By: [Signature]  
Eduardo M. Blasser, President

COLLECTION 2000 COSMETICS, INC., a Florida corporation

By: [Signature]  
Eduardo M. Blasser, President

