

JAN. 2011-2

P. 1
Page 1 of 1

Florida Dept. of State
Division of Corporations
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
DAVIDOFF OF GENEVA DISTRIBUTION, INC.

Certificate of Status	0
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Page Count	6
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1/5/2011 11:01:59 AM PAGE 1/001

NO. 449 P. 2
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January 5, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CARIBE IMPORTED CIGARS, INC.
4650 NW 74 AVENUE
MIAMI, FL 33166US

SUBJECT: CARIBE IMPORTED CIGARS, INC.
REF: 676554

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

We need the adoption of merger by the surviving corporation. Statement that the plan of merger was adopted by the shareholders of the surviving corporation on (put in date). or, The plan of merger was adopted by the board of directors of the surviving corporation on (date) and shareholder approval was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

FAX Aud. #: H10000277615
Letter Number: 511A00000281

RESUBMIT
Please give original
submission date as file date.

RECEIVED
11 JAN -5 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER
AMONG
CARIBE IMPORTED CIGARS, INC.
(a Florida corporation)
AND
DOMREY CIGAR, INC.
(a Florida corporation)
AND
DAVIDOFF OF GENEVA DISTRIBUTION, INC.
(a Delaware corporation)**

RECEIVED
18 DEC 30 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the terms of the Florida Business Corporation Act, the following Articles of Merger are submitted by the parties hereto, pursuant to Section 607.1105, Florida Statutes:

1. **Parties to the Merger.** The name and state of incorporation of each of the constituent corporations are:

(a) Caribe Imported Cigars, Inc., a Florida corporation (the "*Disappearing Corporation-Caribe*");

(b) DomRey Cigar, Inc., a Florida corporation (the "*Disappearing Corporation-DomRey*"); and

(c) Davidoff of Geneva Distribution, Inc., a Delaware corporation.

2. **Surviving Corporation.** The name of the surviving corporation is Davidoff of Geneva Distribution, Inc. (the "*Surviving Corporation*").

3. **Agreement and Plan of Merger.** Attached hereto and made a part hereof is the Agreement and Plan of Merger for simultaneously merging both Disappearing Corporation-Caribe and Disappearing Corporation-DomRey with and into Surviving Corporation (Disappearing Corporation-Caribe and Disappearing Corporation-DomRey shall be collectively referred to herein as the "*Disappearing Corporations*").

4. **Approval.**

(a) The Agreement and Plan of Merger has been duly approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law;

(b) The Agreement and Plan of Merger has been approved by each of the Disappearing Corporations in accordance with the applicable provisions of the Florida Business Corporation Act. The Agreement and Plan of Merger was adopted by the shareholders of both of the Disappearing Corporations on December 27, 2010; and

(c) The Agreement and Plan of Merger has been approved by Surviving Corporation in accordance with the applicable laws of both the State of Florida and the State of Delaware and the certificate of incorporation of Surviving Corporation. The

Agreement and Plan of Merger was adopted by the shareholders of Surviving Corporation on December 27, 2010.

5. **Certificate of Incorporation.** The Certificate of Incorporation of Surviving Corporation shall be its Certificate of Incorporation and shall continue in full force and effect without change.

6. **Address.** The principal office address of Surviving Corporation is located at 3001 Gateway Centre Parkway, Pinellas Park, Florida 33782.


7. **Service of Process; Dissenting Shareholders.** Surviving Corporation appoints the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligations or the rights of dissenting shareholders of each of the Disappearing Corporations. Surviving Corporation agrees to promptly pay to the dissenting shareholders of each Disappearing Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

8. **Effective Date.** The effective date of the merger shall be December 31, 2010.

IN WITNESS WHEREOF, the undersigned corporations have caused this certificate to be signed by an authorized officer, the 27th day of December, 2010.

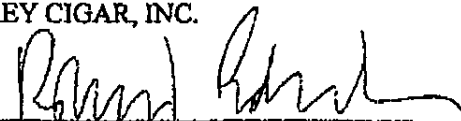
SURVIVING CORPORATION:

DAVIDOFF OF GENEVA DISTRIBUTION,
INC.

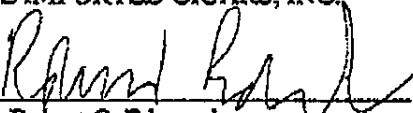
By: 
Robert C. Edmonds, Secretary

DISAPPEARING CORPORATIONS:

DOMREY CIGAR, INC.

By: 
Robert C. Edmonds, Secretary

CARIBE IMPORTED CIGARS, INC.

By: 
Robert C. Edmonds
Assistant Secretary

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** is entered into by and among Caribe Imported Cigars, Inc., a Florida corporation, DomRey Cigar, Inc., a Florida corporation, and Davidoff of Geneva Distribution, Inc., a Delaware corporation, and shall be effective as of December 31, 2010.

WHEREAS, each of Caribe Imported Cigars, Inc., DomRey Cigar, Inc. and Davidoff of Geneva Distribution, Inc. are wholly-owned subsidiaries of Davidoff of Geneva (USA), Inc., a Delaware corporation ("*Parent*");

WHEREAS, the Board of Directors of each of the parties hereto deem it advisable and generally to the advantage and welfare of the various corporate parties and their sole shareholder, Parent, that both Caribe Imported Cigars, Inc. and DomRey Cigar, Inc. be simultaneously merged with and into Davidoff of Geneva Distribution, Inc., under and pursuant to the Florida Business Corporation Act and the Delaware General Corporation Law.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Both Caribe Imported Cigars, Inc. (the "*Disappearing Corporation-Caribe*") and DomRey Cigar, Inc. (the "*Disappearing Corporation-DomRey*") shall be simultaneously merged with and into Davidoff of Geneva Distribution, Inc., which shall be the surviving corporation (the "*Surviving Corporation*;" Disappearing Corporation-Caribe and Disappearing Corporation-DomRey shall be collectively referred to herein as the "*Disappearing Corporations*").
2. Upon the effective date of the merger, the separate existence of both of the Disappearing Corporations shall cease, and Surviving Corporation shall become the owner of all of the rights and property of the Disappearing Corporations and shall be subject to all of its debts and liabilities.
3. Because the Disappearing Corporations and Surviving Corporation are all wholly-owned subsidiaries of Parent, upon the effective date of the merger, all of the issued and outstanding shares of common stock of both of the Disappearing Corporations shall be canceled, and no shares of capital stock or other securities of Surviving Corporation shall be issued in respect thereof.
4. The Certificate of Incorporation of Surviving Corporation shall continue in full force and effect without change.
5. The present by-laws of Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the laws of the State of Delaware.

6. This Agreement and Plan of Merger and the merger herein provided for shall be submitted to the shareholder of the Disappearing Corporations and Surviving Corporation for its approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act and the provisions of the Delaware General Corporation Law, as the case may be.

7. In the event that this Agreement and Plan of Merger and the merger herein provided for shall have been approved by the shareholder entitled to vote thereon of the Disappearing Corporations and Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act and the provisions of the Delaware General Corporation Law, as the case may be, then the Disappearing Corporations and Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the officers of the Disappearing Corporations and of Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger and/or of the merger herein provided for.

9. This Agreement and Plan of Merger may be abandoned, subject to the rights of third parties, by the Board of Directors of Surviving Corporation and the Disappearing Corporations, without further action or approval by the shareholders, at any time before the merger has been completed.