

# F02000002142

Division of Corporations

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Florida Department of State  
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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

MCD (USA) Corporation

Certificate of Status	0
Certified Copy	0
Page Count	829
Estimated Charge	\$70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Profit Corporations)

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

EFFECTIVE DATE  
12/22/04

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>MCD (USA) Corporation</u>	<u>Delaware</u>	<u>N/A</u>

Second: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Lanson International USA, Inc.</u>	<u>Florida</u>	<u>P04000111167</u>

Third: The name of the surviving corporation shall herewith be changed to

Lanson International Americas, Inc.



Fourth: The Agreement and Plan of Merger is attached hereto as Exhibit A.

Fifth: The merger shall become effective as of December 22, 2004.

Sixth: Adoption of Merger by surviving corporation – The Agreement and Plan of Merger was adopted by the shareholders of the surviving corporation on December 15, 2004.

Seventh: Adoption of Merger by the merging corporation – The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 15, 2004 and shareholder approval was not required. No shares of the merging corporation have been issued or are outstanding.

Eighth: **SIGNATURES ON BEHALF OF EACH CORPORATION ARE PROVIDED BELOW.**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
<u>MCD (USA) Corporation</u>		<u>François-Xavier Mora,</u> <u>Executive Vice-President</u>
<u>Lanson International USA, Inc.</u>		<u>François-Xavier Mora,</u> <u>President</u>

**EXHIBIT A**  
**TO ARTICLES OF MERGER**

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of the 15th day of December, 2004, is made by and between MCD (USA) Corporation, a Delaware corporation, and Lanson International USA, Inc., a Florida corporation, pursuant to Section 252 of the Delaware General Corporation Law.

### WITNESSETH:

**WHEREAS**, the parties to this Agreement desire to merge, as constituent corporations, into a single corporation;

**NOW, THEREFORE**, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

**FIRST:** MCD (USA) Corporation, a Delaware corporation, shall, and hereby does, merge into itself Lanson International USA, Inc., a Florida corporation, and Lanson International USA, Inc. shall be, and hereby is, merged into MCD (USA) Corporation. MCD (USA) Corporation shall be the surviving corporation, referred to herein as the "Surviving Corporation." Lanson International USA, Inc. shall be referred to herein as the "Merged Corporation."

**SECOND:** The name of the Surviving Corporation is MCD (USA) Corporation, which is changing its name, pursuant to the merger, to: **Lanson International Americas, Inc.**

**THIRD:** The certificate of incorporation of MCD (USA) Corporation shall be in full force and effect as the certificate of incorporation of the Surviving Corporation, which is hereby amended as follows:

(a) The title of the Corporation's Certificate of Incorporation is amended to delete the words "OF MCD (USA) CORPORATION."

(b) Article FIRST is amended to read in its entirety as follows:

"FIRST: The name of the corporation is Lanson International Americas, Inc."

**FOURTH:** The manner and basis of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the Surviving Corporation, or of cancelling such outstanding shares, shall be as follows:

(a) Each share of common stock of the Surviving Corporation which is issued and outstanding on the Effective Date (as defined below) shall remain issued and outstanding.

(b) No shares of the Merged Corporation have been issued or are outstanding.

**FIFTH:** The terms and conditions of the merger are as follows:

(a) The bylaws of MCD (USA) Corporation shall be the bylaws of the Surviving Corporation as of the Effective Date, and shall remain the same until they are altered, amended and repealed as therein provided.

(b) The directors and officers of MCD (USA) Corporation shall continue in office as the directors and officers of the Surviving Corporation until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on December 22, 2004 (the "Effective Date").

(d) When the merger shall become effective, all rights, privileges, powers and franchises of each of the parties to this Agreement, whether of a public or private nature, and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of, belonging to or due to either of the constituent corporations shall be vested in the Surviving Corporation without further act or deed; and 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 constituent corporations. The title to any real or personal property, whether by deed or otherwise, vested in each of the constituent corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of each such constituent corporation shall be preserved unimpaired, limited to the property affected by such liens immediately prior to the time of the merger, and all debts, liabilities and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(e) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Merged Corporation, the proper officers and directors of the Merged Corporation shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement.

(f) The Surviving Corporation shall assume all of the liabilities and obligations of the Merged Corporation.

(g) The Surviving Corporation shall pay all expenses of carrying this Agreement into effect and of accomplishing this merger.

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IN WITNESS WHEREOF, each of the parties hereto has caused its respective duly authorized representative to execute this Agreement as of the date first above written.

MCD (USA) CORPORATION

By

  
Name: Francois-Xavier Mora

Title: Executive Vice-President

LANSON INTERNATIONAL USA, INC.

By

  
Name: Francois-Xavier Mora

Title: President

12/22/04

**EXHIBIT A**

**CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION OF  
MCD (USA) CORPORATION**

MCD (USA) Corporation, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

- I. The Board of Directors of the Corporation, by the unanimous written consent of its members, adopted a resolution proposing and declaring advisable the amendment to the Corporation's Certificate of Incorporation set forth below in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- II. In lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to the amendment to the Corporation's Certificate of Incorporation set forth below in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.
- III. The title of the Corporation's Certificate of Incorporation is hereby amended to delete the words "OF MCD (USA) CORPORATION."
- IV. Article FIRST of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as follows:

"FIRST: The name of the corporation is: Lanson International Americas, Inc."
- V. The foregoing amendment to the Corporation's Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 228 of the Delaware General Corporation Law.
- VI. The foregoing amendment to the Corporation's Certificate of Incorporation will become effective as of December 22, 2004.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed as of this 15th day of December, 2004.

**MCD (USA) CORPORATION**

By: 

Name: François-Xavier Mora  
Title: Executive Vice-President

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

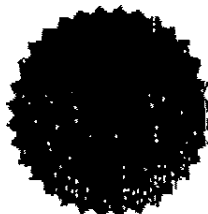
"LANSON INTERNATIONAL USA, INC.", A FLORIDA CORPORATION, WITH AND INTO "MCD (USA) CORPORATION" UNDER THE NAME OF "LANSON INTERNATIONAL AMERICAS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 2004, AT 4:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3507102 8330

AUTHENTICATION: 3570770

040931366

DATE: 12-22-04