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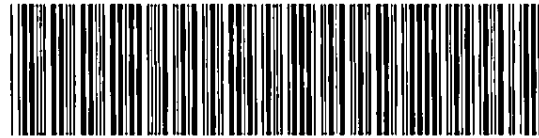
(Business Entity Name)

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TALLAHASSEE, FL

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DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

Merger

R. WHITE

JAN 02 2019

Rw

CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 12/28/2018

Acc#I20160000072



Name:	ALPINA FREDERIQUE CONSTANT USA INC.
Document #:	
Order #:	11351591

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Amount: \$ 78.75

Thank you!

ARTICLES OF MERGER
MERGING
ALPINA FREDERIQUE CONSTANT USA INC.
INTO
CITIZEN WATCH COMPANY OF AMERICA, INC.


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SECRETARY OF STATE
TALLAHASSEE, FL

The following articles of merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act, as amended (the "FBCA").

1. The surviving corporation is Citizen Watch Company of America, Inc, a California corporation.
2. The merging corporation is Alpina Frederique Constant USA Inc, a Florida corporation.
3. The Plan of Merger is attached as Exhibit A hereto.
4. The merger shall become effective at 12:01 a.m. on January 1, 2019, California time.
5. The Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 26, 2018.
6. As provided in Section 607.1104 of the FBCA, shareholder approval was not required.

Dated: December 28, 2018

Citizen Watch Company of America, Inc.

By: 
Name: Jeffrey Loh
Title: President

Alpina Frederique Constant USA Inc.

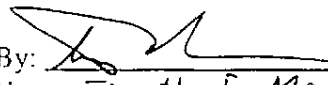
By: 
Name: Timothy F. Meehan
Title: General Counsel / Secretary

EXHIBIT A

PLAN OF MERGER

Pursuant to Section 1110 of the California Corporations Code, as amended (the "CCC") and Section 607.1104 of the Florida Business Corporation Act, as amended (the "FBCA"), the following Plan of Merger ("Plan") is adopted on December 26, 2018 by the Board of Directors of Citizen Watch Company of America, Inc., a California corporation ("Parent"):

1. Parent is the parent corporation in the Merger (as defined below). Alpina Frederique Constant USA Inc., a Florida corporation ("Subsidiary"), is the subsidiary corporation in the Merger. Parent owns 100% of the outstanding shares of Subsidiary.
2. Subject to the terms and conditions of this Plan, Subsidiary shall be merged with and into Parent in accordance with Section 1110 of the CCC and Section 607.1104 of the FBCA, and with the effects set forth in Section 1110 of the CCC and Section 607.1106 of the FBCA (the "Merger"). Parent shall be the surviving corporation in the Merger, shall assume all of Subsidiary's obligations and shall continue to be governed by the laws of the State of California.
3. The Merger shall become effective at 12:01 a.m. California time on January 1, 2019 (such time, the "Effective Time").
4. The outstanding shares of Subsidiary will be cancelled without consideration. The outstanding shares of Parent shall remain outstanding and are not affected by the Merger.
5. The directors of Parent immediately prior to the Effective Time shall be the directors of the surviving corporation as of the Effective Time until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, or their earlier death, resignation or removal, in accordance with the articles of incorporation of the surviving corporation, the bylaws of the surviving corporation and the CCC. The officers of Parent immediately prior to the Effective Time shall be the officers of the surviving corporation as of the Effective Time until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, or their earlier death, resignation or removal, in accordance with the articles of incorporation of the surviving corporation, the bylaws of the surviving corporation and the CCC. The articles of incorporation of Parent, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the surviving corporation, until thereafter amended as provided therein and in accordance with the CCC. The bylaws of Parent, as in effect immediately prior to the Effective Time, shall be the bylaws of the surviving corporation, until thereafter amended in accordance the CCC, the articles of incorporation of the surviving corporation and such bylaws.