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MERGER OR SHARE EXCHANGE
AUDEMARS PIGUET (NORTH AMERICA) INC.

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 27, 2004

AUDEMARS PIGUET (NORTH AMERICA) INC.
40 EAST 57TH STREET
NEW YORK, NY 10022

SUBJECT: AUDEMARS PIGUET (NORTH AMERICA) INC.
REF: F04000004598

RESUBMIT
Please give original
submission date as file date.

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

PLEASE CORRECT THE DATE OF INCORPORATION FOR THE MERGING CORPORATION, AUDEMARS PIGUET TECHNIQUE U.S.A., INC., TO READ MARCH 9, 1992 IN THE SECOND PARAGRAPH OF THE AGREEMENT AND PLAN OF MERGER.

PLEASE CORRECT THE NAME OF THE MERGING CORPORATION TO READ AS FOLLOWS THROUGHOUT THE DOCUMENT: Audemars Piguet Technique U.S.A., Inc.

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

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Darlene Connell
Document Specialist

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ARTICLES OF MERGER
OF
AUDEMARS PIGUET TECHNIQUE U.S.A., Inc.
WITH AND INTO
AUDEMARS PIGUET (NORTH AMERICA) INC.

To the Department of State
State of Florida

EFFECTIVE DATE
10-1-04

SECRETARY OF STATE
TREASURER, FLORIDA

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Pursuant to Section 607.1104 of the Florida Business Corporation Act, the foreign parent business corporation and the Florida wholly-owned subsidiary business corporation herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Audemars Piguet Technique U.S.A., Inc., a Florida business corporation ("Technique") with and into Audemars Piguet (North America) Inc., a Delaware business corporation ("Audemars") as adopted by the Board of Directors of each of Technique and Audemars on June 21, 2004.

2. The merger of Technique with and into Audemars is permitted by the laws of the jurisdiction of organization of Audemars and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Audemars was June 21, 2004.

3. The sole shareholder of Technique approved the Plan of Merger on June 21, 2004; approval of the shareholders of Audemars was not required for the merger.

4. Audemars is the owner of all of the issued shares of Technique, and waived the mailing of a copy of the Plan of Merger to itself.

5. The effective date of the merger herein provided for shall be October 1, 2004.

Executed on June 21, 2004

AUDEMARS PIGUET (NORTH
AMERICA) INC.

By: 

Name: Francois Henri Bennahmias
Title: President

AUDEMARS PIGUET TECHNIQUE
U.S.A., Inc.

By: 

Name: Francois Henri Bennahmias
Title: President

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**AGREEMENT AND PLAN OF MERGER
BETWEEN
AUDEMARS PIGUET (NORTH AMERICA) INC.
AND
AUDEMARS PIGUET TECHNIQUE U.S.A., Inc.**

This Agreement and Plan of Merger made and entered into on the 21st day of June, 2004, by and between Audemars Piguet (North America) Inc., a Delaware corporation (the "Company"), and Audemars Piguet Technique U.S.A., Inc., a Florida corporation ("Technique").

WITNESSETH:

WHEREAS, Technique is a corporation organized and existing under the laws of the State of Florida, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on March 9, 1992; and

WHEREAS, the Company is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on May 26, 1999; and

WHEREAS, the Board of Directors of Technique deems it advisable that Technique be merged with and into the Company on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the statutes of the States of Florida and Delaware, which permit such merger;

WHEREAS, the Board of Directors of the Company deems it advisable that Technique be merged with and into the Company on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the statutes of the States of Florida and Delaware, which permit such merger;

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NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Technique and the Company, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Company and Technique shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Delaware and of the State of Florida, by Technique merging into the Company, which shall be the surviving corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Delaware and of the State of Florida (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of the Merger"), the two constituent corporations shall be a single corporation, which shall be the Company as the surviving corporation, and the separate existence of Technique shall cease except to the extent provided by the laws of the State of Delaware and the State of Florida in the case of a corporation after its merger into another corporation. The Company shall assume all of the obligations of Technique as of the Effective Date of the Merger.

ARTICLE III

The Certificate of Incorporation of the Company shall not be amended in any respect by reason of this Agreement and Plan of Merger.

ARTICLE IV

No consideration will be payable for the outstanding shares of Technique. The issued shares of Technique shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

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IN WITNESS WHEREOF, the Company and Technique, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement and Plan of Merger to be executed by an authorized officer of each party hereto.

AUDEMARS PIGUET (NORTH AMERICA)
INC.

By: 

Name: Francois-Henri Bennahmias
Title: President

AUDEMARS PIGUET TECHNIQUE U.S.A.,
INC.

By: 

Name: Francois-Henri Bennahmias
Title: President

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