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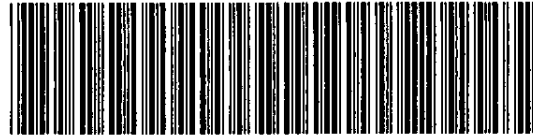
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**T. CLINE**

APR - 4 2012

**EXAMINER**

KEEN LAW & COUNSEL, PC

March 21, 2012

Registration Section, Division of Corporations  
Florida Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

BY OVERNIGHT MAIL

RE: Merger of Arcticbrew, Inc, a Florida Profit Corporation  
Into Arcticbrew, Inc, a Georgia Profit Corporation (registered as a foreign  
corporation in Florida and d/b/a in Florida as "Arctic Beverages, Inc"

Dear Sirs/Madams:

In accordance with applicable Florida Statutes, we enclose the following documents:

The original Articles of Merger for the above-referenced corporations; and

One certified copy of the foregoing Articles of Merger

A check in the amount of \$78.75 as payment for the following:

\$35.00	Filing Fee for Arcticbrew, Inc, the Florida corporation
\$35.00	Filing Fee for Arcticbrew, Inc, the Georgia corporation
<u>\$8.75</u>	Request for a Certified Copy of Merger Documents
\$78.75	Total

If you have any questions, or if you need additional information, please do not hesitate to  
contact me using the contact information provided at the bottom of this letter.

Sincerely,



Robert W. Keen  
For the Firm

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TALLAHASSEE, FLORIDA  
CLERK OF THE  
SUPREME COURT

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CLERK OF THE  
SUPREME COURT

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Arcticbrew, Inc P11-55164	Florida	Corporation (Profit)
Arcticbrew, Inc P11-4389	Georgia	Corporation (Profit)

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Arcticbrew, Inc	Georgia	Corporation (Profit)

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

April 1, 2012

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

285 Camden Creek Ct.

Lawrenceville, GA 30043

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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TALLAHASSEE, FLORIDA

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Arcticbrew, Inc (GA)	X <u>[Signature]</u>	Jukka Kohtala, President
Arcticbrew, Inc (FL)	X <u>[Signature]</u>	Jukka Kohtala, President

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Arcticbrew, Inc	Florida	Corporation (Profit)
Arcticbrew, Inc	Georgia	Corporation (Profit)

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Arcticbrew, Inc	Georgia	Corporation (Profit)

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

- (1) Arcticbrew, Inc, a Florida For-Profit Corporation ("Arcticbrew-FL"), is wholly owned by one shareholder. Arcticbrew, Inc, a Georgia For-Profit Corporation ("Arcticbrew-GA"), currently registered in Florida as a foreign profit corporation, doing business under the name of "Arctic Beverages, Inc," is wholly owned by the same shareholder.
- (2) Arcticbrew-FL shall be merged into Arcticbrew-GA, effective 4/1/2012, with Arcticbrew-GA being the surviving corporation. Arcticbrew-GA shall then transact business in Florida as a foreign corporation under the name "Arcticbrew, Inc."
- (3) As sole shareholder of both corporations, the shareholder shall continue to own 100% of the surviving corporation, with no dilution in his interest.

*(Attach additional sheet if necessary)*

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**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The interests and shares of the sole shareholder of Arcticbrew, Inc, the Florida profit  
corporation being merged into Arcticbrew, Inc, the Georgia profit corporation,  
which shall be the surviving corporation, shall be converted into and merged into  
his interests in the surviving Georgia profit corporation such that he shall continue  
to hold one hundred percent (100%) of all issued and outstanding shares in the  
the surviving Georgia profit corporation, resulting in no dilution of his interests  
in either merging party.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All rights to acquire the interests, shares, obligations or other securites of both  
corporations being merged, which are currently held one hundred percent (100%),  
by one person, as the same sole shareholder for both merging corporations,  
shall continue to be held solely by the same such sole shareholder of the  
surviving corporation.

*(Attach additional sheet if necessary)*

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CLERK OF SUPERIOR COURT  
JANET L. HARRIS  
TALLAHASSEE, FLORIDA

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

Not Applicable--There is no surviving partnership.

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not Applicable--there is no surviving limited liability company.

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*(Attach additional sheet if necessary)*

CLERK OF SUPERIOR COURT  
JULIA MOSLEY TENDON

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**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

1) The merger has been approved by the sole shareholder of Arcticbrew, Inc,

a Georgia profit corporation, d/b/a Florida as "Arctic Beverages, Inc"; and

2) The merger has been approved by the sole shareholder of Arcticbrew, Inc,

a Florida profit corporation.

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

There are no other provisions relating to the merger.

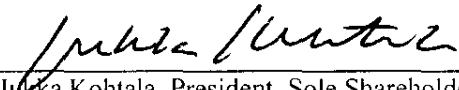
*(Attach additional sheet if necessary)*

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TALLAHASSEE, FLORIDA

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CERTIFICATION  
TRUE AND CONFORMED COPY  
ARTICLES OF MERGER

The undersigned, as President and Sole Shareholder of Arcticbrew, Inc, a Florida profit corporation, and as President and Sole Shareholder of Arcticbrew, Inc, a Georgia profit corporation, registered to transact business in Florida as a foreign profit corporation and doing business in Florida as Arctic Beverages, Inc, do hereby declare, certify and affirm that the attached copy of Articles of Merger For Florida Profit or Non-Profit Corporation is in fact a true and conformed copy of the same.

  
Jukka Kohtala, President, Sole Shareholder  
Arcticbrew, Inc, a Georgia Corporation  
Arcticbrew, Inc, a Florida Corporation

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TALLAHASSEE, FLORIDA