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**MERGER OR SHARE EXCHANGE  
SWORDFISH MERGER SUB, INC.**

Certificate of Status	0
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER  
OF  
SWISS WATCH INTERNATIONAL, INC.,  
a Florida corporation**

**WITH AND INTO**

**SWORDFISH MERGER SUB, INC.,  
a Delaware corporation**

The following articles of merger (the "Articles of Merger") are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST: THE SURVIVING PARTY**

The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Swordfish Merger Sub, Inc.	Delaware	5212738

**SECOND: THE MERGING PARTY**

The name and jurisdiction of the merging corporation (the "Merging Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Swiss Watch International, Inc.	Florida	P95000006933

**THIRD:** A copy of the Plan of Merger is attached hereto as Exhibit A.

**FOURTH:** There merger shall become effective on the date and at the time that the Articles of Merger are filed with the Florida Department of State (the "Effective Time"). At the Effective Time of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation.

**FIFTH:** The Plan of Merger was adopted by the shareholders of the Surviving Corporation on November 8, 2012.

**SIXTH:** The Plan of Merger was adopted by the shareholders of the Merging Corporation on November 8, 2012.

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IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation  
and the Merging Corporation have executed and delivered these Articles of Merger as of  
November 8, 2012.

**SURVIVING CORPORATION:**

Swordfish Merger Sub, Inc.

By: Behdad Eghballi  
Name: Behdad Eghballi  
Title: President

**MERGING CORPORATION:**

Swiss Watch International, Inc.

By: \_\_\_\_\_  
Name: Izao Ben-Shmuel  
Title: Co-Chief Executive Officer

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IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger as of November 8, 2012.

**SURVIVING CORPORATION:**

Swordfish Merger Sub, Inc.

By: \_\_\_\_\_  
Name: Behdad Eghbali  
Title: President

**MERGING CORPORATION:**

Swiss Watch International, Inc.

By:   
Name: Isaac Ben-Shmuel  
Title: Co-Chief Executive Officer

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**Exhibit A**  
**Plan of Merger**

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Plan of Merger

This Plan of Merger (this "Plan") is entered into between Swordfish Merger Sub, Inc., a Delaware corporation (the "Surviving Corporation"), and Swiss Watch International, Inc., a Florida corporation (the "Merging Corporation") and together with the Surviving Corporation, the "Parties").

- 1.1 The Surviving Corporation, Merging Corporation and certain other parties have entered into that certain Agreement and Plan of Merger dated as of October 4, 2012 (the "Merger Agreement"), pursuant to which, among other things, the Merging Corporation is to be merged with and into the Surviving Corporation. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Merger Agreement.
- 1.2 The Merging Corporation shall be merged with and into Surviving Corporation (the "Merger") which is to be the surviving corporation in the Merger.
- 1.3 The Merger shall become effective at the date and time (the "Effective Time") when this Plan has been filed with the Florida Department of State.
- 1.4 At the Effective Time:
  - (i) each share of common stock of Swordfish Merger Sub, Inc. outstanding immediately prior to the Effective Time shall automatically and without any action on the part of the holder thereof, be converted into one share of common stock of the Surviving Corporation; and
  - (ii) each share of the common stock of the Merging Corporation outstanding immediately prior to the Effective Time shall automatically and without any action on the part of the holder thereof cease to be outstanding, shall be automatically cancelled, and shall be converted into the right to receive a portion of the Merger Consideration.
- 1.5 The Surviving Corporation and the Merging Corporation shall each take or cause to be taken all actions, or do or cause to be done all things necessary, proper or advisable under the laws of the State of Florida to consummate and make effective the Merger pursuant to this Plan.
- 1.6 The effect of the Merger is as prescribed by law.

*[Remainder of Page Left Blank Intentionally]*

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IN WITNESS WHEREOF the Parties have executed this Plan.

SWORDFISH MERGER SUB, INC.

By: Behdad Eghbali  
Name: Behdad Eghbali  
Title: President

SWISS WATCH INTERNATIONAL, INC.

By: \_\_\_\_\_  
Name: Izao Ben-Shmuel  
Title: Co-Chief Executive Officer

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IN WITNESS WHEREOF the Parties have executed this Plan.

SWORDFISH MERGER SUB, INC.

By: \_\_\_\_\_  
Name: Behdad Eghbali  
Title: President

SWISS WATCH INTERNATIONAL, INC.

By:   
Name: Eyal Ben-Shmuel  
Title: Co-Chief Executive Officer

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