

F96000005863

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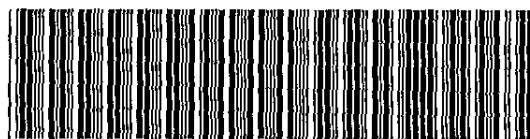
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

}

WATCH STATION, INC., a Florida corporation P96000018903

INTO

WATCH WORLD INTERNATIONAL, INC., a Delaware entity, F96000005863

File date: December 27, 2002

Corporate Specialist: Annette Ramsey

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Watch Station, Inc.

merging into:

Watch World International, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
WATCH STATION, INC., a Florida corporation
INTO
WATCH WORLD INTERNATIONAL, INC., a Delaware corporation**

Pursuant to Chapter 607 of the Florida Business Corporation Act (the "Act"), Watch World International, Inc., a Delaware corporation (the "Surviving Corporation") and Watch Station, Inc., a Florida corporation (the "Disappearing Corporation"); (the Surviving Corporation and the Disappearing Corporation are sometimes hereinafter referred to as the "Constituent Corporations"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Disappearing Corporation into the Surviving Corporation (the "Merger"):

FIRST: The Plan of Merger, pursuant to Sections 607.1104 and 607.1105 of the Act, is as follows:

(a) The Disappearing Corporation shall be merged with and into the Surviving Corporation.

(b) (i) Each share of the Disappearing Corporation's capital stock, issued and outstanding immediately prior to filing these Articles of Merger with the Florida Secretary of State (the "Effective Date"), shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, and (ii) each share of the Surviving Corporation's capital stock, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, remain issued and outstanding as in effect immediately prior to the Merger.

SECOND: Pursuant to the provisions of Section 607.1105(d) of the Act, the Board of Directors and shareholders of the Disappearing Corporation and the Surviving Corporation approved the Merger pursuant to unanimous written consent dated as of December 27, 2002.

IN WITNESS WHEREOF, Watch World International, Inc., a Delaware corporation, and Watch Station, Inc., a Florida corporation, have caused these Articles of Merger to be signed in their corporate names by their respective officers, as of December 27, 2002.

**WATCH WORLD INTERNATIONAL, INC.,
a Delaware corporation**

By: Valerio Giacobbi
Valerio Giacobbi, Vice President

By: _____
Michael A. Boxer, Secretary

**WATCH STATION, INC.,
a Florida corporation**

By: Valerio Giacobbi
Valerio Giacobbi, Vice President

By: _____
Michael A. Boxer, Secretary

**ARTICLES OF MERGER
OF
WATCH STATION, INC., a Florida corporation
INTO
WATCH WORLD INTERNATIONAL, INC., a Delaware corporation**

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SECOND: Pursuant to the provisions of Section 607.1105(d) of the Act, the Board of Directors and shareholders of the Disappearing Corporation and the Surviving Corporation approved the Merger pursuant to unanimous written consent dated as of December 27, 2002

IN WITNESS WHEREOF, Watch World International, Inc., a Delaware corporation, and Watch Station, Inc., a Florida corporation, have caused these Articles of Merger to be signed in their corporate names by their respective officers, as of December 27, 2002.

**WATCH WORLD INTERNATIONAL, INC.,
a Delaware corporation**

By: _____
Valerio Giacobbi, Vice President

By: Michael A. Boxer
Michael A. Boxer, Secretary

**WATCH STATION, INC.,
a Florida corporation**

By: _____
Valerio Giacobbi, Vice President

By: Michael A. Boxer
Michael A. Boxer, Secretary

**AGREEMENT and PLAN
OF MERGER**

AGREEMENT and PLAN OF MERGER dated this 27, day of December, 2002, ("the Agreement"), by and between Watch World International, Inc., a Delaware corporation ("Watch World"), and Watch Station, Inc., a Florida corporation ("Station"), pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL") and Chapter 607 of the Florida Business Corporation Act (the "FBCA").

WITNESSETH that:

WHEREAS, the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the corporations, 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: Watch Station, Inc. shall be and hereby is merged into Watch World International, Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Watch World International, Inc., as heretofore amended, and which is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, shall not be converted in any manner, but each share which is outstanding immediately prior to the effective time and date of the of the Merger shall be surrendered and extinguished.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware and the Secretary of State of Florida.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Chief Operating Officer of each party hereto as the respective act, deed and agreement of said corporations on this 27th day of December, 2002.

WATCH WORLD INTERNATIONAL, INC.
A Delaware Corporation

By: Valerio Giacobbi
Valerio Giacobbi, Vice President

WATCH STATION, INC.
A Florida Corporation

By: Valerio Giacobbi
Valerio Giacobbi, Vice President