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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Yanco Ltd.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
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REGISTRATION/QUALIFICATION	
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merger

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
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Ordered By: _____

Date: _____

S. PAYNE OCT 27 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

YANCO LTD., a nonqualified Delaware corp.

INTO

COSMO INTERNATIONAL CORP., a Florida entity, J43669

File date: October 26, 1999

Corporate Specialist: Susan Payne

FILED

99 OCT 26 PM 3: 03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
YANCO LTD., a Delaware Corporation
INTO
COSMO INTERNATIONAL CORP., a Florida Corporation**

ARTICLES OF MERGER between YANCO LTD., a Delaware corporation, and COSMO INTERNATIONAL CORP., a Florida corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act, YANCO LTD. and COSMO INTERNATIONAL CORP., adopt the following Articles of Merger.

1. The Agreement and Plan of Merger executed on the 20th day of October, 1999, was approved by and adopted by the stockholders of YANCO LTD. on the 20th day of October, 1999 and was approved and adopted by the stockholders of COSMO INTERNATIONAL CORP. on the 20th day of October, 1999.
2. Pursuant to the Agreement and Plan of Merger, all issued and outstanding shares of YANCO LTD.'s stock will be exchanged for the stock of COSMO INTERNATIONAL CORP. and YANCO LTD. will be merged into its wholly owned subsidiary COSMO INTERNATIONAL CORP. with COSMO INTERNATIONAL CORP. being the surviving corporation.
3. The Agreement and Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

Handwritten initials

Theresa

By: Juan Belmont
JUAN FERNANDO BELMONT, President

By: Juan Belmont
JUAN FERNANDO BELMONT, President

The foregoing instrument was acknowledged before me this 20 day of October, 1999, by Juan Fernando Belmont, who is personal known to me or who has produced as identification.

Maria Friedman
Notary Public, State of FLORIDA

Printed Name  Maria Friedman
My Commission CC586905
Expires Oct. 15, 2000

My Commission Expires (seal)

AGREEMENT AND PLAN OF MERGER

MERGING

YANCO LTD., a Delaware Corporation

INTO

COSMO INTERNATIONAL CORP., a Florida Corporation

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Merger of YANCO LTD., a Delaware corporation, hereinafter "YANCO", into COSMO INTERNATIONAL CORP., a Florida corporation, hereinafter "COSMO". This merger is being effected pursuant to this Agreement and Plan of Merger ("Agreement and Plan") in accordance with Section 253 of the General Corporation Law of the State of Delaware and Sections 6607.1104 and 607.1107 of the Florida Business Corporation Act.

1. Articles of Incorporation. The Articles of COSMO shall, without any changes, be the Articles of the surviving corporation from and after the date this Agreement and Plan becomes effective, which date shall be the later of the date on which a Certificate of Ownership and Merger shall have been filed with the Secretary of State of the State of Delaware and the Articles of Merger are filed with the Secretary of the State of Florida, until amended as permitted by law.
2. Distribution to Stockholders of the Constituent Corporations. Upon the date this Agreement and Plan becomes effective, each share of YANCO's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged, pro-rata, for COSMO common stock. Each share of COSMO's common stock that is issued and outstanding and is being held by YANCO on the date this Agreement and Plan becomes effective shall be cancelled.
3. Satisfaction of Rights of YANCO's Stockholders. All shares of COSMO stock into which shares of YANCO shall have been converted, and for which YANCO shares become exchangeable pursuant to this Agreement and Plan shall be deemed to have been paid in full satisfaction of such converted shares.

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Agreement and Plan of Merger
Merging Yanco Ltd., a Delaware Corporation
into Cosmo International Corp., a Florida Corporation

4. Effect of Merger. On the date this Agreement and Plan becomes effective, the separate existence of YANCO shall cease, and COSMO shall be fully vested in YANCO's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.
5. Supplemental Action. If at any time after this Agreement and Plan becomes effective, YANCO or COSMO shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Agreement and Plan, the appropriate officers of YANCO or COSMO as the case may be, whether past or remaining in office, shall execute and deliver upon the request of YANCO or COSMO any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in COSMO, or to otherwise carry out the provisions of this Agreement and Plan.
6. Filing With the Secretary of the State of Delaware. YANCO shall cause its President to execute, acknowledge and file a Certificate of Ownership and Merger with the Secretary of the State of Delaware, pursuant to Section 253 of the General Corporation Law of the State of Delaware.
7. Filing With the Secretary of the State of Florida. COSMO shall cause its President to execute, acknowledge and file Articles of Merger with the Secretary of the State of Florida, pursuant to Section 607.1105 of the Florida Business Corporation Act.
8. Amendment and Waiver. Any of the terms or conditions of this Agreement and Plan may be waived at any time by any one of the Constituent Corporations which is, or the stockholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the stockholders of the Constituent Corporations by an agreement in writing executed in the same manner.

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Agreement and Plan of Merger
Merging Yanco Ltd., a Delaware Corporation
into Cosmo International Corp., a Florida Corporation

9. Termination. At any time before the date this Agreement and Plan becomes effective, this Agreement and Plan may be terminated and the merger abandoned by mutual consent of the boards of Directors of both Constituent Corporations, notwithstanding favorable action by the stockholders of the respective Constituent Corporations.

Dated this 21st day of October, 1999.

YANCO LTD.,
a Delaware corporation

By: 

JUAN FERNANDO BELMONT, Director



COSMO INTERNATIONAL CORP.,
a Florida corporation

By: 

JUAN FERNANDO BELMONT, Director