

K36634

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TRANSMITTAL MEMORANDUM

July 28, 1997

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: AKIRA TRADING COMPANY, INC.

600002252016--1  
-07/30/97--01027--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

PLEASE:

XX File: Articles of Merger

\_\_\_ Record and Return

\_\_\_ For your information

XX Check for \$ \$70.00  
enclosed for proper fee

\_\_\_ Please bill us  
costs

\_\_\_ Other:

GRAND & GRAND, P.A.

By:

*Mark S. Grand*  
MARK S. GRAND, ESQ.

097 JUL 30 PM 2:31

*merged*  
AUG 11 1997

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

LITTLE GEM TEDDY BEARS, INC., a Florida corporation, P95000043812.

INTO

**AKIRA TRADING COMPANY, INC.**, a Florida corporation, K36634.

File date: July 30, 1997

Corporate Specialist: Thelma Lewis

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 30 PM 2:31

ARTICLES OF MERGER OF  
LITTLE GEM TEDDY BEAR, INC., a Florida corporation  
into

AKIRA TRADING COMPANY, INC.,  
a Florida corporation ("Surviving Corporation"),  
with name of Surviving Corporation Remaining

AKIRA TRADING COMPANY, INC.

Pursuant to the provisions of Sections 607.1101, 607.1104 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:


First: The following plan of merger (the "Plan of Merger") attached as Exhibit "A" was approved by the board of directors and shareholder of AKIRA TRADING COMPANY, INC. and by the board of directors and shareholder of LITTLE GEM TEDDY BEARS, INC. each this date in the manner prescribed by the Florida Business Corporation Act.

Second: The surviving Corporation is AKIRA TRADING COMPANY, INC., whose corporate name will remain AKIRA TRADING COMPANY, INC., as provided in the Plan of Merger.


Third: The Effective Date of the merger described herein shall be as of the below date, notwithstanding the prior or later filing of these Articles of Merger with the Florida Department of State.

Dated: July 23, 1997

AKIRA TRADING COMPANY, INC.

By:   
CHU-MING WU, President

LITTLE GEM TEDDY BEARS, INC.

By:   
CHU-MING WU, President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT and Plan of Merger (this "Agreement") is entered into this 23<sup>rd</sup> day of July, 1997, by and between AKIRA TRADING COMPANY, INC., a Florida corporation, ("AKIRA"), and LITTLE GEM TEDDY BEARS INC., a Florida corporation, ("LITTLE GEM").

### W I T N E S S E T H :

WHEREAS, LITTLE GEM is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, LITTLE GEM is authorized to issue 100,000 shares of voting Common Stock, \$1.00 par value ("LITTLE GEM Common Stock"), of which 100,000 shares are issued and outstanding; and

WHEREAS, AKIRA is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, AKIRA is authorized to issue 500 shares of voting Common Stock, \$1.00 par value ("AKIRA Common Stock"), of which 100 shares are issued and outstanding; and

WHEREAS, CHU-MING WU owns all of the issued and outstanding shares of LITTLE GEM common stock and AKIRA common stock and the respective Boards of Directors of both LITTLE GEM and AKIRA deem it advisable, for the benefit of their respective corporations and shareholders, that LITTLE GEM be merged into AKIRA, with AKIRA as the surviving corporation (in its capacity as surviving corporation AKIRA is hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act") and have approved this Agreement; and

NOW THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or desirable, the parties hereto agree as follows:

1. Merger. The names of the corporations which propose to merge are LITTLE GEM TEDDY BEARS INC. and AKIRA TRADING COMPANY, INC. In accordance with the provisions of the Florida Act, at the Effective Date (as hereinafter defined), LITTLE GEM shall be merged into AKIRA and AKIRA shall be the Surviving Corporation and as such shall continue to be governed by the laws of the State of Florida.

2. Continuation of Corporate Existence. Except as otherwise set forth herein, the corporate existence and identity of AKIRA,

with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of LITTLE GEM with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of AKIRA and the Surviving Corporation shall be vested fully therewith and the separate corporate existence and identity of LITTLE GEM shall thereafter cease except to the extent continued by statute.

3. Effective Date. The merger shall become effective (the "Effective Date") as of the above date, notwithstanding the prior or later filing of this Agreement and Plan of Merger and the Articles of Merger with the Secretary of the State of Florida pursuant to the Florida Act.

4. Corporate Government.

a. The Articles of Incorporation of AKIRA, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of the Surviving Corporation.

b. The Bylaws of AKIRA, as in effect on the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

c. The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for AKIRA as of the Effective Date.

5. Conversion of Shares. The manner and basis of converting the LITTLE GEM Common Stock into AKIRA Common Stock shall be as follows:

a. The shares of LITTLE GEM Common Stock which shall be outstanding immediately prior to the Effective Date shall at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, be deemed canceled and of no further force or effect, in recognition of the fact that both LITTLE GEM and AKIRA are each 100% owned by the same person: CHU-MING WU.

b. The stock transfer books of LITTLE GEM shall be closed as of the close of business on the Effective Date and no transfer of record of any of the LITTLE GEM Common Stock shall take place thereafter.

6. Rights and Liabilities of the Surviving Corporation. The Surviving Corporation shall have the following rights and obligations:

a. The Surviving Corporation shall have all the rights,

privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida.

b. The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of LITTLE GEM and any property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other choses in action and every other interest of or belonging or due to LITTLE GEM shall be taken and deemed to be transferred or invested in the Surviving Corporation without further act or deed.

c. At the Effective Date, the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of LITTLE GEM and any claim existing or action or proceeding pending by or against LITTLE GEM or AKIRA, may be prosecuted as if the merger had not occurred or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of LITTLE GEM or AKIRA shall be impaired by the merger.


7. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be the name of AKIRA TRADING COMPANY, INC.

IN WITNESS WHEREOF, we have hereunder set our hands and seals this 23<sup>rd</sup> day of July, 1997.

AKIRA TRADING COMPANY, INC.

By:   
CHU-MING WU, President

LITTLE GEM TEDDY BEARS, INC.

By:   
CHU-MING WU, President