

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE
CAPSTONE INTERNATIONAL, INC.**

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April 14, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CAPSTONE INTERNATIONAL, INC.
100 2ND AVENUE SOUTH
SUITE 304N
ST PETERSBURG, FL 33701US

SUBJECT: CAPSTONE INTERNATIONAL, INC.
REF: L94274

RESUBMIT

Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

PLEASE CORRECT THE CORPORATION NAME THAT'S MERGING WITH THE SURVIVING CORPORATION TO READ EMERALD BRANDS, LTD., INC. THROUGH OUT THE ENTIRE DOCUMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

FAX Aud. #: H10000083023
Letter Number: 310A00009165

RECEIVED
2010 APR 14 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER

OF

EMERALD BRANDS, LTD., INC.
(a Delaware Corporation)

WITH AND INTO

CAPSTONE INTERNATIONAL, INC.
(a Florida Corporation)

(Under Section 607.1105 of the Business Corporation Act of the State of Florida)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105 thereof.

1. The name and state of incorporation of each of the constituent corporations are:

- (a) Emerald Brands, Ltd., Inc., a Delaware corporation; and
- (b) Capstone International, Inc., a Florida corporation.

2. The surviving corporation is Capstone International, Inc., a Florida corporation (the "Surviving Corporation"), and its name is Capstone International, Inc.

3. The merging corporation is Emerald Brands, Ltd., Inc. (the "Merging Corporation").

4. The Agreement and Plan of Merger (the "Plan of Merger"), dated as of April [•], 2010 between Emerald Brands, Ltd., Inc. and Capstone International, Inc. is attached as Exhibit A hereto.

5. The merger shall become effective at 12:01am on April 12, 2010.

6. The Plan of Merger was adopted by the board of directors of the Surviving Corporation on the date hereof and shareholder approval was not required.

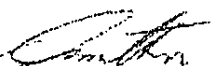
7. The Plan of Merger was adopted by the shareholders of the Merging Corporation on the date hereof.

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2010 APR 12 AM 9:01
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

- 2 -

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be signed by its authorized officer as of this 12th day of April, 2010.

EMERALD BRANDS, LTD., INC.
(a Delaware corporation)

By: 
Name: Richard C. Murphy
Title: Pres. & CEO

CAPSTONE INTERNATIONAL, INC.
(a Florida corporation)

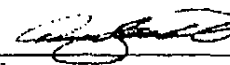
By: 
Name: Anne M. M. Zametals
Title: Exec. Vice President

Exhibit A

Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made as of the 12 day of April, 2010, by and between Emerald Brands, Ltd., Inc., a Delaware corporation and Capstone International, Inc., a Florida corporation.

WHEREAS, the Boards of Directors of Emerald Brands, Ltd., Inc. and Capstone International, Inc. respectively, deem it advisable and generally to the welfare of each corporation that Emerald Brands, Ltd., Inc. merge with and into Capstone International, Inc.

NOW, THEREFORE, the parties to this agreement, by their respective Board of Directors, have agreed to merge Emerald Brands, Ltd., Inc. with and into Capstone International, Inc. and do hereby agree upon and prescribe the terms and conditions of the merger and carrying the same into effect as follows:

1. (a) The name of each constituent corporation is as follows: Emerald Brands, Ltd., Inc., a Delaware corporation and Capstone International, Inc., a Florida corporation.

(b) The name of the surviving corporation is Capstone International, Inc. (the "Surviving Corporation"), which shall continue to be governed by the laws of the State of Florida.

2. (a) At the Effective Time (defined below), the outstanding common stock of Capstone International, Inc. shall continue as the outstanding common stock of the Surviving Corporation and each share of common stock of Emerald Brands, Ltd., Inc. issued and outstanding immediately prior to the merger shall be canceled.

3. The terms and conditions of the merger are as follows:

(a) A Certificate of Merger of Emerald Brands, Ltd., Inc. with and into Capstone International, Inc., shall be filed in the office of the Secretary of State of Delaware and Articles of Merger shall be filed with the Department of State of the State of Florida. The effective time of the merger shall be 12:01am on April 12, 2010 (the "Effective Time").

(b) The articles of incorporation and by-laws of Capstone International, Inc., as in effect at the time the merger shall become effective, shall remain the articles of incorporation and by-laws, respectively, of the surviving corporation, Capstone International, Inc.

(c) At the Effective Time, the separate existence of Emerald Brands, Ltd., Inc. shall cease, and said corporation shall be merged with and into Capstone International, Inc.

(d) At the Effective Time, all the property, real, personal, and mixed, rights, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Emerald Brands, Ltd., Inc. shall be transferred to, vested in, and devolve upon, Capstone International, Inc. without further act or deed. The officers and directors of each

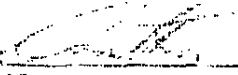
constituent corporation are hereby authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

(c) From and after the Effective Time, the directors and officers of Capstone International, Inc. shall continue to be the directors and officers of the Surviving Corporation. Each such director or officer shall hold office until expiration of his or her term of office, or the earlier death, resignation or removal, in accordance with the articles of incorporation and by-laws of the Surviving Corporation and applicable law.


4. This agreement and the performance hereof shall be construed and governed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, each of the parties hereto have caused this Agreement and Plan of Merger to be executed by its authorized officers as of the date first written above.

EMERALD BRANDS, LTD., INC.
(a Delaware corporation)

By: 
Name: Robert M. Smith
Title: President

CAPSTONE INTERNATIONAL INC.
(a Florida corporation)

By: 
Name: James H. H. Hammett
Title: Exec. Vice President