

**THE UNITED STATES  
CORPORATION**  
COMPANY

**M 99000000077**

ACCOUNT NO. : 072100000032

REFERENCE : ~~110301~~ 4384197

AUTHORIZATION :

COST LIMIT : \$ ~~70.00~~ **87.50**

ORDER DATE : January 25, 1999

ORDER TIME : 11:06 AM

ORDER NO. : 110301-015

CUSTOMER NO: 4384197

**300002753473--1**

CUSTOMER: Ms. Lynne Nowell  
Duane Morris & Heckscher Llp  
200 South Biscayne Blvd.  
Ste 3410  
Miami, FL 33131

FILED  
99 JAN 25 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

AURAFIN KURGAN, INC.

INTO

AURAFIN BRIDAL, LLC

**M 99-77**

Name Availability	<b>Q21-27</b>
Document Examiner	<b>Q2</b>
Updater	<b>Q2</b>
Updater Verifier	<b>Q2</b>
Acknowledgment	<b>Q2</b>
W. P. Verifier	<b>Q2</b>

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: \_\_\_\_\_

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99 JAN 25 AM 11:58  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 25, 1999

JANNA WILSON  
CSC

SUBJECT: AURAFIN BRIDAL LLC  
Ref. Number: M99000000077

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TALLAHASSEE, FLORIDA

We have received your document for AURAFIN BRIDAL LLC and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The effective day must be specific and cannot be prior to the date of filing.

The plan of merger must contain the terms and conditions of the merger.

The plan of merger must contain the manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

The fee to file the merger is \$87.50 not \$70.00.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 899A00003292

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99 JAN 27 PM 2:29  
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**RESUBMIT**  
Please give original  
submission date as file date.

**ARTICLES OF MERGER OF  
AURAFIN KURGAN, INC.  
INTO  
AURAFIN BRIDAL, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Aurafin Kurgan, Inc. 14001 NW 4th Street Sunrise, Florida 33325 Florida Document Registration Number: P97000098990	Florida	Corporation
2.	Aurafin Bridal, LLC 14001 NW 4th Street Sunrise, Florida 33325 Florida Document Registration Number: M99000000077	Delaware	Limited Liability Company

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving business entity (the "Surviving Entity") are as follows:

<u>Name and address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Aurafin Bridal, LLC 14001 NW 4th Street Sunrise, Florida 33325 Florida Document Registration Number: M99000000077	Delaware	Limited Liability Company

FEI Number: 65-0881050

**THIRD:** The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by the domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the laws of the State of Delaware.

**FIFTH:** The Plan of Merger is on file at the place of business of Aurafin Bridal, LLC, and will be furnished to either of the constituent entities on request and without cost.

**SIXTH:** The Surviving Entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is a party to the merger.

**SEVENTH:** The Surviving Entity agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302, Florida Statutes.

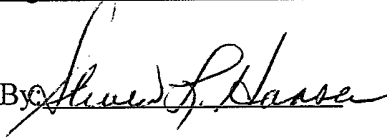
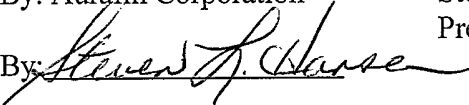
**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Certificate of Merger is filed with Florida Department of State.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURES FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
Aurafin Kurgan, Inc.	By: 	Steven L. Hansen, Vice President
Aurafin Bridal, LLC	By: Aurafin Corporation By: 	Steven L. Hansen, Vice President

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER**  
**OF**  
**AURAFIN KURGAN, INC.**  
**INTO**  
**AURAFIN BRIDAL, LLC**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, Florida Statutes, is being submitted in accordance with sections 607.1108, and 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Aurafin Kurgan, Inc.	Florida
Aurafin Bridal, LLC	Delaware

**SECOND:** The exact name and jurisdiction of the **Surviving Entity** are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Aurafin Bridal, LLC	Delaware

**THIRD:** The terms and conditions of the merger are as follows:

On the date the Articles of Merger are filed with the Delaware Department of State (the "Effective Date"), the separate existence of Aurafin Kurgan, Inc. ("AKI") shall cease and AKI shall be merged (the "Merger") into Aurafin Bridal, LLC (the "Surviving Entity") which, as the Surviving Entity, shall possess all of the rights, privileges, powers and franchises, of a public as well as a private nature, and be subject to all of the restrictions, disabilities and duties of AKI and all and singular, the rights, privileges, powers and franchises of AKI and all property, real, personal and mixed, and all debts due to AKI on whatever account, and all other things, in action or belonging to AKI shall be vested in the Surviving Entity; and all property rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the constituent entities, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Delaware or any other jurisdiction, in the constituent entities shall not revert or in any way be impaired; that all rights of creditors and all liens

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upon any property of the constituent entities shall be preserved, unimpaired, and all debts, liabilities and duties of the constituent entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of AKI or the corresponding officers of the Surviving Entity may in the name of AKI execute and deliver all such proper deeds, assignments and other instruments or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all AKI's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Agreement.

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as follows:

**AKI Stock.** All issued and outstanding shares of AKI Stock outstanding immediately before the Effective Date shall by virtue of the Merger and at the Effective Date cease to exist and certificates representing such shares shall be surrendered and canceled.

**Surviving Entity Interest.** The membership interest of the Surviving Entity in effect immediately before the Effective Date shall not be converted or exchanged by reason of the Merger, but shall continue to be the outstanding membership interest of the Surviving Entity.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as follows:

None.

**FIFTH:** The name and address of the managing member of the Surviving Entity are as follows:

Aurafin Corporation, a Florida corporation, Managing Member  
14001 N.W. 4th Street  
Sunrise, Florida 33325

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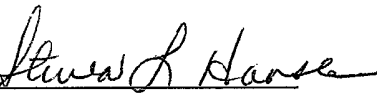
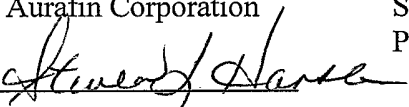
**SIXTH:** All statements that are required by the laws of the jurisdictions under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

The merger is permitted by the laws of the State of Delaware, the jurisdiction of formation of the Surviving Entity.

**SEVENTH:** Other provisions, if any, relating to the merger:

None.

**EIGHTH: SIGNATURES FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name of Individual</u>
Aurafin Kurgan, Inc.	By: 	Steven L. Hansen, Vice President
Aurafin Bridal, LLC	By: Aurafin Corporation By: 	Steven L. Hansen, Vice President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AURAFIN KURGAN, INC. A FLORIDA CORPORATION

,

into

**AURAFIN BRIDAL LLC**, a Delaware corporation M99000000077

File date: January 25, 1999

Corporate Specialist: Tammi Cline

Account number: 072100000032

Account charged: 87.50