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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

INTERNATIONAL IMPORTERS, INC.

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Merger

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OAK TREE SPIRITS, INC., a Florida corporation, P01000101186

INTO

INTERNATIONAL IMPORTERS, INC., a Florida entity, P00000011312.

File date: October 19, 2001

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
OF
OAK TREE SPIRITS, INC.
INTO
INTERNATIONAL IMPORTERS, INC.**

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Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"). Oak Tree Spirits, Inc., a Florida Corporation (the "Non-Surviving Corporation") and International Importers, Inc., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Non-Surviving Corporation with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the board of directors and the shareholders of the Non-Surviving Corporation by unanimous written consent as of October 18, 2001, and by the board of directors and the shareholders of the Survivor by unanimous written consent as of October 18, 2001, all in accordance with the provisions of Section 607.1103 of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 18th day of October, 2001.

OAK TREE SPIRITS, INC.



Henry Dubbin, President

INTERNATIONAL IMPORTERS, INC.



Allen Salzman, President

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EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER, dated October 13, 2001 between Oak Tree Spirits, Inc., a Florida corporation, (the "Non-Surviving Corporation") and International Importers, Inc., a Florida corporation ("Importers").

The Non-Surviving Corporation and Importers desire to effect the statutory merger of the Non-Surviving corporation with and into Importers, with Importers to survive such merger.

1. **Constituent Corporation.** The Non-Surviving Corporation and Importers shall be parties to the merger (the "Merger") of the Non-Surviving Corporation with and into Importers.
2. **Terms and Conditions of Merger.** The Non-Surviving Corporation (the Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into Importers, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, Importers shall assume the obligations of the Constituent Corporation.
3. **Capital Stock.** Upon the Effective Date, the Common Stock of the Non-Surviving Corporation presently issued and outstanding shall be cancelled.
4. **Articles of Incorporation.** The Articles of Incorporation of Importers as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws.** The Bylaws of Importers as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.
6. **Directors and Officers.** The directors and officers of Importers in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

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7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which the Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of the Non-Surviving Corporation and Importers is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the date written above.

OAK TREE SPIRITS, INC.


Henry Dubbin, President

INTERNATIONAL IMPORTERS, INC.


Allen Salzman, President

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