

P010000003607

File 2nd

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

100003531181--9
-01/10/01--01020--025
*****78.75 *****78.75

DATE: 01-10-01

REF. #: 0150 14136

CORP. NAME: Romika USA, Inc into
Romika Merger Corp.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 9818 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING
☐ CERTIFICATE OF STATUS

B. COULLETTE JAN 10 2001

RECEIVED
CLERK OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA
JAN 10 AM 10:46
PLAIN STAMPED COPY

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

ROMIKA USA, INC., a California corporation, F99000006172

INTO

ROMIKA MERGER CORP., a Florida entity, P01000003607

File date: January 10, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
ROMIKA USA, INC.
INTO
ROMIKA MERGER CORP.**

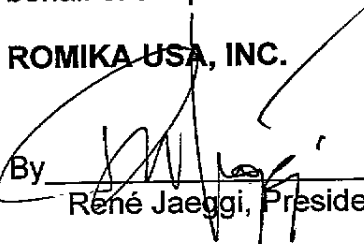
Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), ROMIKA USA, INC., a Florida corporation (the "Non-Surviving Corporation") and ROMIKA MERGER CORP., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Non-Surviving Corporation with and into the Survivor.

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

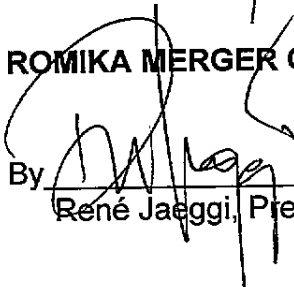
SECOND: The Plan of Merger was adopted by the board of directors and the shareholders the Non-Surviving Corporation by unanimous written consent as of November 14, 2000, and by the board of directors of the Survivor by unanimous written consent (shareholder approval was not required) as of November 14, 2000, 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 14th day of November, 2000.

ROMIKA USA, INC.

By  _____
René Jaeggi, President

ROMIKA MERGER CORP.

By  _____
René Jaeggi, President

FILED
01 JAN 10 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated November 14, 2000, between ROMIKA USA, INC., a California corporation, which is qualified to do business in the State of Florida (the "Non-Surviving Corporation") and ROMIKA MERGER CORP., a Florida corporation (the "Surviving Corporation" or "RMC").

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

1. **Constituent Corporations.** The Non-Surviving Corporation and RMC shall be parties to the merger (the "Merger") of the Non-Surviving Corporation with and into RMC.

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 RMC, 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, RMC shall assume the obligations of the Constituent Corporation.

3. **Capital Stock.** Upon the Effective Date, each share of Common Stock of the Non-Surviving Corporation issued and outstanding shall be converted into one fully paid and non-assessable share of Common Stock of RMC.

4. **Articles of Incorporation.** The Articles of Incorporation of RMC 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; provided however, that Article I of the Articles of Incorporation is hereby amended and restated in its entirety, as of the Effective Date to read as follows: "The name of the Corporation is ROMIKA USA, INC. (hereinafter called the "Corporation")."

5. **Bylaws.** The Bylaws of RMC 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 RMC 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.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which 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 RMC 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 date written above.

ROMIKA USA, INC.

By

René Jaeggi

ROMIKA MERGER CORP.

By

René Jaeggi