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P02000060240

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Winner International LLC into Winner Acquisition Corp.

Filing Evidence

- ☐ Plain/Confirmation Copy
☒ Certified Copy

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include Articles & Amendments
☐ Fictitious Name Certificate
☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
02 JUN 14 AM 10:07
OFFICE OF STATE
CORPORATION
TALLAHASSEE, FLORIDA
300005693213-1
-06/05/02--01072--016
*****78.75 *****78.75

JB
U-1402



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 10, 2002

MILTON H. BARBAROSH
WINNER ACQUISITION CORP.
1900 CORPORATE BLVD., STE. 305 WEST
BOCA RATON, FL 33431

SUBJECT: WINNER ACQUISITION CORP.
Ref. Number: P0200060240

We have received your document for WINNER ACQUISITION CORP. and your check(s) totaling \$78.75. However, the enclosed 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.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 702A00037951

CE JUNE 10 2002
CORPORATE SERVICES
SECTION 11/1/2002

APPENDIX
A01
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

WINNER INTERNATIONAL LLC, A NON-QUALIFIED DELAWARE ENTITY

INTO

WINNER ACQUISITION CORP., a Florida entity, P02000060240

File date: June 5, 2002

Corporate Specialist: Trevor Brumbley

02 JUN -5 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
JUN 5 2002
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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 Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. WINNER ACQUISITION CORP. 1900 Corporate Blvd., Suite 305W Boca Raton, Florida 33431	Florida	C-corporation
Florida Document/Registration Number: <u>PO20000 00240</u>		FEI Number: <u>To be furnished</u>
2. WINNER INTERNATIONAL LLC 32 West State Street Sharon, Pennsylvania 16146	Delaware	limited liability co.
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WINNER ACQUISITION CORP 1900 Corporate Blvd., Suite 305W Boca Raton, Florida 33431	Florida	C-corporation

Florida Document/Registration Number: P0200060240 FEI Number: Applied For

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, 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, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), 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: June 5, 2002

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

WINNER ACQUISITION CORP

MILTON H. BARBAROSH

WINNER INTERNATIONAL LLC

James E. Winner, Jr.

(Attach additional sheet(s) if necessary)

07-1-1971

APPLICANT
FILE

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
WINNER ACQUISITION CORP	Florida
WINNER INTERNATIONAL LLC	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
WINNER ACQUISITION CORP	Florida

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

WINNER INTERNATIONAL LLC merges with and into WINNER ACQUISITION CORP, a Florida corporation and wholly owned subsidiary of NEW AGE PAINTING, INC., a Florida corporation. See the Fourth paragraph herein for additional terms.

APPROVED
AND
FILED
02 JUN -5 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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 survivor, in whole or in part, into cash or other property are as follows:

All membership interests of WINNER INTERNATIONAL LLC are being acquired by WINNER ACQUISITION CORP and are converted into the rights of the members of WINNER INTERNATIONAL LLC to receive a total of 600,000,000 shares of Common Stock of NEW AGE PAINTING, INC., the parent Corporation of WINNER ACQUISITION CORP.

- 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:

See paragraph 4A above

(Attach additional sheet(s) if necessary)

02 JUL -5 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

Not applicable

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Not applicable

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not applicable

EIGHTH: Other provisions, if any, relating to the merger:

As soon as practicable after the Merger Closing Date, best efforts will be used to prepare and file with the SEC an appropriate registration statement. On Closing date, new officers and directors of the surviving Company shall be elected. The name of NEW AGE will be changed to WINNER INTERNATIONAL, INC. and appropriate independent accountant shall be retained by surviving corporation

(Attach additional sheet(s) if necessary)

02 JUN -5 PM 2:23
REC'D OFFICE
ALLAHOUSTON TEXAS

OFFICE
ALLAHOUSTON
TEXAS