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Division of Corporations

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MERGER OR SHARE EXCHANGE

MAKRO Pte. Ltd.

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Page Count	01
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**ARTICLES OF MERGER
OF
MAKRO MERGERSUB, INC.**

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These ARTICLES OF MERGER (these "Articles") are made and entered into this 26th day of April 2005, by and between MAKRO MERGERSUB, INC., a Florida corporation ^{#P05000059627} referred to in these Articles as "MERGERSUB"), and MAKRO Pte. Ltd., a Singapore limited exempt private company (referred to herein as "MAKRO-SGP" or the "Surviving Corporation"). MERGERSUB or MAKRO-SGP may sometimes be individually referred to herein as a "Constituent Corporation," and collectively referred to herein as the "Constituent Corporations."

WITNESSETH

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and their respective shareholders that MERGERSUB be merged with and into MAKRO-SGP, as authorized (i) by the laws of the State of Florida, specifically, pursuant to Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), (ii) by the Singapore Companies Act, the Singapore Companies Regulations and all other applicable laws of the Country of Singapore (the "Singapore Laws"), and (iii) under and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants and provisions hereinafter contained, have agreed and do hereby agree each with one another that MERGERSUB be merged with and into MAKRO-SGP pursuant to the applicable provisions of the FBCA and the laws of Singapore, and that the Constituent Corporations do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Articles of Merger.

These Articles are filed pursuant to the FBCA, and in accordance with the applicable provisions thereof, upon the effectiveness of these Articles at the date and time indicated herein and after filing with the Department of State of the State of Florida, MERGERSUB

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shall be and it hereby is, merged with and into MAKRO-SGP, and MAKRO-SGP shall be the Surviving Corporation (hereinafter, the "Merger").

ARTICLE I

PLAN OF MERGER

The Agreement and Plan of Merger Among Corporate Innovations, Inc., Corporate Innovations (S) Pte. Ltd., MAKRO Pte. Ltd., COINS MergerSub, Inc., and MAKRO MergerSub, Inc. (the "Plan of Merger"), dated April 20, 2005 is attached hereto as Exhibit A.

ARTICLE II

EFFECTIVE TIME

These Articles and the Merger shall be effective as of the close of business on April 20, 2005 or on such later date and time as (i) these Articles of Merger have been filed with the Departments of State of the State of Florida, (ii) all fees and taxes required by the laws of the State of Florida shall have been paid, and (iii) each of COINS-SGP, and MAKRO Pte. Ltd. shall have performed all steps necessary to consummate the transactions contemplated by the Plan of Merger in compliance with the applicable provisions of the Singapore Laws (the "Effective Time").

ARTICLE III

APPROVAL OF MERGER

(a) The Plan of Merger has been approved and adopted pursuant to the applicable provisions of the FBCA, and all of the conditions specified therein have been met.

(b) The Board of Directors and the shareholders of MERGERSUB unanimously approved and adopted the Plan of Merger and these Articles on April 20, 2005.

(c) The directors shareholders of MAKRO-SGP unanimously approved and adopted the Plan of Merger and these Articles on April 20, 2005.

Signature Page Follows.

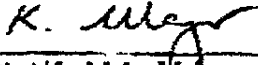
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IN WITNESS WHEREOF, the undersigned Corporation has caused these Articles of Merger to be executed and acknowledged in its name by its president, in accordance with the laws of the State of Florida, all on the day and year first above written.

MAKRO MERGERSUB, INC.
A Florida Corporation

By:



Kenneth Alfred John Major
Its President, duly authorized

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EXHIBIT A

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER
AMONG
CORPORATE INNOVATIONS, INC.
CORPORATE INNOVATIONS (S) PTE. LTD.
MAKRO PTE. LTD.
COINS MERGERSUB, INC.
AND
MAKRO MERGERSUB, INC.

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Dated April 20, 2005

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated April 20, 2005 is made and entered into by and among (i) CORPORATE INNOVATIONS (S) PTE. LTD., a Singapore limited exempt private company ("COINS"), (ii) MAKRO PTE. LTD., a Singapore limited exempt private company ("MAKRO"), (iii) CORPORATE INNOVATIONS, INC., a Delaware corporation and a wholly-owned subsidiary of COINS ("COINS-USA"), (iv) COINS MERGERSUB, INC., a Florida corporation and a wholly-owned subsidiary of COINS-USA ("COINS MergerSub"), and (v) MAKRO MERGERSUB, INC., a Florida corporation and a wholly-owned subsidiary of COINS-USA ("MAKRO MergerSub").

RECITALS:

WHEREAS, the respective boards of directors and shareholders of COINS-USA, COINS, COINS MergerSub, MAKRO and MAKRO MergerSub have unanimously approved (i) the merger of COINS MergerSub with and into COINS, and the merger of MAKRO MergerSub with and into MAKRO (collectively, the "Merger"), (ii) the terms and conditions of the Merger as set forth in this Agreement and (iii) this Agreement and each of the transactions contemplated herein; and

WHEREAS, COINS-USA, COINS MergerSub and MAKRO MergerSub are newly formed corporations organized for the purpose of participating in the transactions contemplated by this Agreement; and

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WHEREAS, the purpose of the Merger is to implement a new holding company organizational structure for COINS and MAKRO, under which COINS-USA will become the holding company and COINS and MAKRO will each become a direct, wholly owned subsidiary of COINS-USA; and

WHEREAS, after the Effective Time (as defined herein), the shareholders of COINS will become stockholders of COINS-USA by consummating the Merger and converting each outstanding COINS Share (defined below) into COINS-USA Shares (defined below), in accordance with the terms of this Agreement; and

WHEREAS, after the Effective Time (as defined herein), the shareholders of MAKRO will become stockholders of COINS-USA by consummating the Merger and converting each outstanding MAKRO Share (defined below) into COINS-USA Shares, in accordance with the terms of this Agreement; and

NOW, THEREFORE, in consideration of the premises, and of the representations, warranties, covenants and agreements contained herein, the parties hereto (individually, a "Party", and collectively, the "Parties"), intending to be legally bound, do hereby agree as follows:

ARTICLE I

THE MERGER; EFFECTIVE TIME

1.1 The Merger. At the Effective Time (as defined in Section 1.2), and upon the terms and subject to the conditions set forth in this Agreement and the Delaware General Corporation Law (the "Delaware Law"), the Florida Business Corporation Act (the "Florida Act"), and the Singapore Companies Act and the Singapore Companies Regulations (collectively, the "Singapore Law"), (i) COINS MergerSub shall be merged with and into COINS, (ii) MAKRO MergerSub shall be merged with and into MAKRO, (iii) the separate corporate existences of COINS MergerSub and MAKRO MergerSub shall thereupon cease, (iv) COINS and MAKRO shall be the surviving companies in the Merger (collectively, the "Surviving Companies"), and (v) except as provided herein, the separate existences of COINS and MAKRO, with all their respective rights, privileges, immunities, powers and franchises, shall continue unaffected by the Merger.

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1.2 Effective Time. Each of COINS-USA, COINS MergerSub and MAKRO MergerSub will cause their respective Articles of Merger (each, "Articles of Merger") to be executed as provided in the Delaware Law or the Florida Act, and delivered to the Department of State of the State of Delaware or Department of State of the State of Florida, as applicable. Each of COINS and MAKRO will take all steps necessary to consummate the transactions contemplated by the Merger Agreement in compliance with the applicable provisions of the Singapore Companies Law, and the Merger shall become effective (the "Effective Time") as of the close of business on April 25, 2005, or at such later time as the last of the following shall have occurred: (i) Articles of Merger have been filed with the Department of State of the State of Florida, (ii) Articles of Merger have been filed with the Department of State of the State of Delaware, and (iii) each of COINS and MAKRO shall have performed all steps necessary to consummate the transactions contemplated by the Merger Agreement in compliance with the applicable provisions of the Singapore Companies Act and the Singapore Companies Regulations.

ARTICLE II

GOVERNING DOCUMENTS OF THE SURVIVING CORPORATIONS AND COINS-USA AFTER THE EFFECTIVE TIME

2.1 Surviving Corporations. The respective Memorandum and Articles of Association of COINS and MAKRO in effect immediately prior to the Effective Time shall, from and after the Effective Time, be the Memorandum and Articles of Association of the respective Surviving Corporations until duly amended as provided therein or otherwise in accordance with Singapore Law.

2.2 COINS-USA. The Certificate of Incorporation of COINS-USA, in effect immediately prior to the Effective Time shall remain in effect, unchanged, from and after the Effective Date, until duly amended as provided therein or otherwise in accordance with the Delaware Act. The by-laws of COINS-USA in effect at the Effective Time shall remain in effect, unchanged, from and after the Effective Time, until thereafter amended as provided therein or otherwise in accordance with the Delaware Act.

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ARTICLE III

OFFICERS AND DIRECTORS OF THE SURVIVING CORPORATIONS AND
COINS-USA AFTER THE EFFECTIVE TIME

3.1 Surviving Corporations. The respective officers and directors of COINS and MAKRO immediately prior to at the Effective Time shall, from and after the Effective Time, be the officers and directors of the respective Surviving Corporations until their successors have been duly elected and qualified or until their earlier death, resignation or removal in accordance with the Memorandum and Articles of Association of the respective Surviving Corporations or as otherwise provided by Singapore Law.

3.2 COINS-USA. The executive officers of COINS-USA immediately prior to the Effective Time shall, from and after the Effective Time, be the executive officers of COINS-USA, to serve at the pleasure of the Board of Directors of COINS-USA. The directors of COINS immediately prior to the Effective Time shall, from and after the Effective Time, be the directors of COINS-USA until their successors have been duly elected and qualified or until their earlier death, resignation or removal in accordance with the Certificate of Incorporation or bylaws of COINS-USA, or as otherwise provided by the Delaware Law.

ARTICLE IV

EFFECT OF THE MERGER ON CAPITAL STOCK;
EXCHANGE OF CERTIFICATES

4.1 Effect on Capital Stock. At the Effective Time, as a result of the Merger and without any action on the part of COINS-USA, COINS, MAKRO, COINS MergerSub, MAKRO MergerSub, or the holder of any ordinary shares of COINS OR MAKRO:

(a) COINS Merger Consideration. Each ordinary share, par value SGD\$1.00 per share, of COINS (a "COIN Share" or, collectively, the "COIN Shares") issued and outstanding immediately prior to the Effective Time shall be converted into sixty (60) shares of Common Stock, par value US\$.001 per share, of COINS-USA (each, a "COINS-USA Share" or, collectively, the "COINS-USA Shares").

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(b) MAKRO Merger Consideration. Each ordinary share, par value SGD\$1.00 per share, of MAKRO (a "MAKRO Share" or, collectively, the "MAKRO Shares") issued and outstanding immediately prior to the Effective Time shall be converted into three thousand seven hundred ninety eight (3,798) COINS-USA Shares.

(c) Cancellation of Shares. Each COINS-USA Share issued and outstanding and held of record by COINS immediately prior to the Effective Time shall cease to be outstanding, shall be canceled and retired without payment of any consideration therefore, and shall cease to exist.

(d) COINS MergerSub. The respective shares of common stock, par value US\$0.001 per share, of COINS MergerSub and MAKRO MergerSub issued and outstanding and held of record by COINS-USA immediately prior to the Effective Time shall be converted into an aggregate of One Hundred (100) ordinary shares, par value SGD\$1.00, of the respective Surviving Corporations.

(d) Exchange of Certificates. Promptly after the Effective Time, each shareholder of COINS and each shareholder of MAKRO immediately prior to the Effective Time shall surrender the certificate or certificates representing the COINS Shares and/or MAKRO Shares owned by such shareholder, duly endorsed as the respective companies may require, to their respective Surviving Corporations, and shall promptly receive in exchange therefore a stock certificate representing an equal number of COINS-USA Shares. The COINS stock certificates and the MAKRO share certificates so surrendered shall forthwith be canceled. COINS-USA shall not be obligated to deliver certificates representing COINS-USA Shares to any shareholder of COINS or MAKRO immediately prior to the Effective Time, until such shareholder has surrendered its certificate or certificates representing COINS Shares or MAKRO Shares, as provided herein. Until surrendered for exchange in accordance with this Agreement, each share certificate representing COINS Shares or MAKRO Shares shall, from and after the Effective Time, represent for all purposes only the right to receive the merger consideration set forth above in Sections 4.1(a) or 4.1(b), as applicable. No dividend or other distribution payable to the stockholders of record of COINS-USA Shares subsequent to the Effective Time shall be delivered to the holder of any certificate representing COINS Shares or MAKRO Shares issued and outstanding immediately prior to the Effective Time, until such shareholder physically surrenders such certificate(s) for exchange

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as provided in this Agreement, promptly after which time all such dividends or distributions shall be paid (without any interest thereon).

ARTICLE V

ACTIONS TO BE TAKEN IN CONNECTION WITH THE MERGER

The parties hereto will take all steps necessary to comply with the Delaware Law, the Florida Act and the Singapore Laws, including without limitation, causing the filing, at or prior to the Effective Time, of this Agreement, with all applicable governmental agencies, to the extent necessary to effectuate the transactions contemplated by this Agreement.

ARTICLE VII

TERMINATION

This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time by mutual written consent of COINS, MAKRO and COINS-USA by action of their respective directors and shareholders, as the case may be, and as required by law..

ARTICLE VIII

MISCELLANEOUS AND GENERAL

8.1 Modification or Amendment. Subject to the provisions of applicable law, at any time prior to the Effective Time, the Parties hereto may modify or amend this Agreement by written agreement approved by the Parties' respective directors and executed and delivered by duly authorized officers of the respective Parties, except that no amendment shall alter or change the amount or kind of shares to be received by shareholders of COINS or MAKRO, or otherwise alter or change any of the terms and conditions of this Agreement so as to adversely affect COINS' or MAKRO's shareholders.

8.2 Counterparts. This Agreement may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

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8.3 Governing Law. This Agreement shall be deemed to be made in and in all respect shall be interpreted, construed and governed by and in accordance with the laws of the State of Delaware, without regard to the conflict of law principles thereof.

8.4 Severability. The provisions of this Agreement shall be deemed severable and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the other provisions hereof. If any provision of this Agreement, or the application thereof to any person or any circumstance, is invalid or unenforceable, (a) a suitable and equitable provision shall be substituted therefore in order to carry out, so far as may be valid and enforceable, the intent and purpose of such invalid or unenforceable provision and (b) the remainder of this Agreement and the application of such provision to other persons or circumstances shall not be affected by such invalidity or unenforceability, nor shall such invalidity or unenforceability affect the validity or enforceability of such provision, or the application thereof, in any other jurisdiction.

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IN WITNESS WHEREOF, this Agreement has been duly executed and delivered by the duly authorized officer of the parties hereto as of the date first written above.

By: Kenneth Alfred John Major,
Its Chief Executive Officer, duly authorized

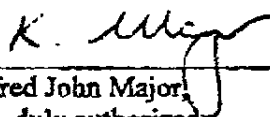
By: K. Maje
Kenneth Alfred John Maje,
Its Chief Executive Officer, duly authorized

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TALLAHASSEE, FLORIDA

By: K. Major
Kenneth Alfred John Major,
Its President, duly authorized


COINS MergerSub, INC.
A Florida Corporation

By:


Kenneth Alfred John Major,
Its President, duly authorized

MAKRO MergerSub, INC.
A Florida Corporation

By:


Kenneth Alfred John Major,
Its President, duly authorized

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