

P05000064989

Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
EURO-NOTIONS FLORIDA INC.**

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Euro-Notions Florida Inc.
Name of Corporation

DOCUMENT NUMBER: P05000064989

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maria Kenigsberg

Name of Contact Person

Greenberg Traurig, LLP

Firm/Company

77 West Wacker Drive, Suite 3100

Address

Chicago, IL 60601

City/State and Zip Code

kenigsbergm@gtlaw.com

E-mail address (to be used for future annual report notification)

For further information concerning this matter, please call:

Maria Kenigsberg

Name of Contact Person

at (312) 236-4773

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF CORRECTION

for

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Euro-Notions Florida Inc.

Name of Corporation as currently filed with the Florida Dept. of State

P05000064989

Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These articles of correction correct Plan and Agreement of Merger
(Document Type Being Corrected)

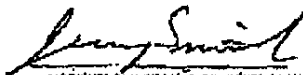
filed with the Department of State on September 30, 2010
(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

1. Preamble: "AOKS corporation is wholly owned by the same shareholder."
2. Second recital and numbered paragraph 1: Did not refer to Illinois Business Corporation Act of 1983, as amended.
3. Numbered paragraph 9: Shares of AOKS should be converted, not cancelled.
4. Numbered paragraph 11(a) had "This Plan and Agreement of Merger may not be amended except by an instrument in writing on behalf of both of the parties hereto."

Correct the inaccuracy, incorrect statement, or defect:

1. Sentence deleted from Preamble.
2. Added "and the provision of Section 11.35 of the Illinois Business Corporation Act of 1983, as amended (the "IBCA")." Inserted "and the IBCA" within numbered paragraph 1.
3. Inserted formula for conversion of AOKS shares.
4. Inserted "This Plan and Agreement of Merger may be amended only prior to the effective date, and then only by an instrument of writing." The revised Plan and Agreement of Merger is attached.



(Signature of a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Gerald S. Smith

(Typed or printed name of person signing)

President

(Title of person signing)

Filing Fee: \$35.00

PLAN AND AGREEMENT OF MERGER

BETWEEN

EURO-NOTIONS FLORIDA INC.
(a Florida corporation)

AND

AOK-SMITH, INC.
(an Illinois corporation)

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement"), dated as of the 18th day of August, 2010, is made by and between EURO-NOTIONS FLORIDA INC., a Florida corporation ("ENF"), and AOK-SMITH, INC., an Illinois corporation ("AOKS"). ENF and AOKS are hereinafter sometimes referred to as the "Constituent Corporations."

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable and in the best interest of the Constituent Corporations and the shareholders of both of the Constituent Corporations that AOKS be merged with and into ENF; and

WHEREAS, the provisions of Section 607.1103 of the Florida Business Corporation Act (the "FBCA"), and the provisions of Section 11.35 of the Illinois Business Corporation Act of 1983, as amended (the "IBCA"), authorize the merger of a corporation organized under the laws of the State of Illinois with and into a corporation organized under the laws of the State of Florida.

NOW, THEREFORE, the Constituent Corporations and the shareholders of each of the corporations hereto agree that AOKS shall be merged with and into ENF, and that the terms and conditions of such merger and the mode of carrying the same into effect, shall be as follows:

1. **The Merger.** At the Effective Date (as defined in Section 10 below) AOKS and ENF shall be merged into a single corporation on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the FBCA, and the IBCA, by AOKS merging with and into ENF (the "Merger"). ENF shall be the surviving corporation of the Merger (the "Surviving Corporation"), and the separate existence of AOKS shall cease and the existence of ENF shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized under the FBCA.

2. **Articles of Incorporation.** The Articles of Incorporation of ENF as in effect at the Effective Date (as hereinafter defined), shall continue to be the Articles of Incorporation of the Surviving Corporation following the Effective Date and until the same shall be amended in accordance with the provisions of the FBCA.

3. **By-Laws.** The By-laws of ENF as in effect at the Effective Date shall continue to be the By-laws of the Surviving Corporation following the Effective Date until the same shall be amended in accordance with the provisions thereof.

4. **Directors.** The director of the Surviving Corporation shall be as follows:

Gerald S. Smith

Such individual shall serve as director of the Surviving Corporation for the term set forth in the By-laws of the Surviving Corporation and in accordance with applicable laws.

5. **Officers.** The officers of the Surviving Corporation shall be as follows:

President	Gerald S. Smith
Treasurer	Peter Janss
Secretary	Peter Janss

Each of such individuals shall serve in the designated capacity for the term set forth in the By-laws of the Surviving Corporation and in accordance with applicable laws.

6. **Tax-Free Reorganization.** The Merger is intended to be a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and this Agreement is intended to be a "plan of reorganization" within the meaning of the regulations promulgated under Section 368 of the Code and for the purposes of Sections 354 and 361 of the Code.

7. **Mutual Representations and Warranties.** Each Constituent Corporation hereby represents and warrants to the other Constituent Corporation that:

(a) Each Constituent Corporation (i) is a corporation duly organized and validly existing under the laws of its jurisdiction of incorporation (the State of Florida, in the case of ENF, and the State of Illinois, in the case of AOKS), and has requisite corporate power and authority to execute and deliver this Agreement, to consummate the transactions contemplated hereby and otherwise to perform its obligations hereunder; and (iii) has all the requisite power and authority to own its assets and carry on its business as now conducted.

(b) This Agreement has been duly authorized, executed and delivered by each of the Constituent Corporations and constitutes the valid and legally binding obligation of each Constituent Corporation.

8. **Effect of Merger.** At and after the Effective Date: (i) the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all the rights, privileges, powers and franchises of the Constituent Corporations shall be vested in the Surviving Corporation; (iii) all property, real, personal and mixed, and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in each of the Constituent Corporations shall not revert or be in any way impaired; and (iv) all rights of creditors and all liens upon any property of each of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of each of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been

incurred or contracted by it. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title of any property or rights of ENF, the last acting officers and directors of the AOKS, or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

9. **Effect of Merger on Shares.** At the Effective Date: (i) each share of AOKS Common Stock which shall then be issued and outstanding, by virtue of the Merger and without any action on the part of the holder thereof, shall be converted into a number of shares of ENF Common Stock as shall equal the following:

- divided by
- (i) the net assets of AOKS immediately prior to the Effective Date.
 - (ii) the net assets of ENF, divided by the number of outstanding shares of ENF,
 - (iii) will equal the number of shares of AOKS.

Each share of ENF Common Stock which shall then be issued and outstanding, shall be unaffected by the Merger.

10. **Effective Date of the Merger.** The Merger shall become effective (the "Effective Date") September 30, 2010.

11. **Amendment and Termination.**

(a) This Plan and Agreement of Merger may be amended only prior to the effective date, and then only by an instrument of writing.

(b) At any time prior to the Effective Date, whether before or after approval by the shareholders of the Constituent Corporations, this Plan and Agreement of Merger may be terminated and the Merger abandoned by agreement of the Boards of Directors of AOKS and ENF.

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

Signature page follows

EURO-NOTIONS FLORIDA INC.,
a Florida corporation

By: 

Name: Gerald S. Smith, President

AOK-SMITH, INC.,
an Illinois corporation

By: 

Name: Gerald S. Smith, President