Florida Department of State

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MERGER OR SHARE EXCHANGE

PRUDENTIAL DIAMONDS USA, INC.

Certificate of Status	0
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ARTICLES OF MERGER

(Profit Corporations)

6-30-08

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the su	urviving corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
Prudential Diamonds USA, Inc.	Florida	P05000123806
Second: The name and jurisdiction of each	ch merging corporation;	Document Number of The Position of The Positio
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
Limited Edition Fine Jewelry, Inc.	Florida	Document Number (If known/ applicable) P06000024791
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effective Department of State.	ve on the date the Articles of Me	erger are filed with the Florida
OR 06 / 30 / 2008 (Enter a speci than 90 days	fic date. NOTE: An effective date can after merger file date.)	not be prior to the date of filing or more
Fifth: Adoption of Merger by surviving The Plan of Merger was adopted by the sh	corporation - (COMPLETE ONL) areholders of the surviving corp	Y ONE STATEMENT) oration on
The Plan of Merger was adopted by the bo 06/15/08 and sharehold	ard of directors of the surviving er approval was not required.	corporation on
Sixth: Adoption of Merger by merging co The Plan of Merger was adopted by the sha		
The Plan of Merger was adopted by the bo 06/15/08 and shareholder	ard of directors of the merging or approval was not required.	corporation(s) on

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Prudential Diamonds USA, Inc.	Man midy	Alan Omsky, President
Limited Edition Fine Jewelry, Inc.	_ Clan Crosky j	Alan Omsky, President
	· · · · · · · · · · · · · · · · · · ·	
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PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	Jurisdiction
Prudential Diamonds USA, Inc.	Florida
The name and jurisdiction of each <u>subsidiary</u> corporation:	
<u>Name</u>	Jurisdiction
Limited Edition Fine Jewelry, Inc.	Florida
<u></u>	
, 	

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Limited Edition Fine Jewelry, Inc. is a 100% subsidiary of Prudential Diamonds USA, Inc. Pursuant to Section 607.1104 of the Florida Statutes and Section 332 of the Internal Revenue Code, the subsidiary is transferring all of its assets and liabilities to the parent in complete cancellation of the subsidiary's stock. As the parent owns 100% of the subsidiary, there will be no conversion of the shares of the subsidiary into the parent.

(Attach additional sheets if necessary)

· 06-24-'08 07:43 FROM-

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

None.