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Division of Corporations
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From:

Account Name : TAX HOUSE CORPORATION
Account Number : I200000000137
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MERGER OR SHARE EXCHANGE

VITORIA MERCHANDISE CORP

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merger
6/23/07

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

VITORIA MERCHANDISE CORP

Emilia G. Shaker

EMILIA E SHIRAKURA - SD

VITORIA MERCHANDISE CORP

[Handwritten signature]

CIRO SHIRAKURA - PD

G & M DISTRIBUTORS OF MIAMI, INC.

Robert Owen

RUBENS OLIVEIRA - PD

PLAN OF MERGER**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionVITORIA MERCHANDISE CORPFLORIDA PROFIT CORPORATION

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionG & M DISTRIBUTORS OF MIAMI, INC.FLORIDA PROFIT CORPORATION

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

The surviving Profit Corporation (VITORIA MERCHANDISE CORP) will be in charge of all the interests, shares, obligations, rights and responsibilities of the merging corporation.

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

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

The surviving corporation will no longer have in the Board of Directors Mr. Rubens Oliveira as President -Director; and Nancy Pastroff as Vice - President instead it will have Mr. Ciro Y Shirakura as President Director and Emilia E. Shirakura as Secretary -Director.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: