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Florida Department of State
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MERGER OR SHARE EXCHANGE

VITORIA MERCHANDISE CORP

Certificate of Status	0
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ST
7/6/2007
Merge
2/2/3/11

ARTICLES OF MERGER

(Profit Corporations)

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 surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>VITORIA MERCHANDISE CORP</u>	<u>FLORIDA PROFIT CORPORATION</u>	<u>P05000161479</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>G & M DISTRIBUTORS OF MIAMI, INC.</u>	<u>FLORIDA PROFIT CORPORATION</u>	<u>333289</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ / _____ / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 07/06/2007 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 07/06/2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

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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:

<u>Name</u>	<u>Jurisdiction</u>
<u>VITORIA MERCHANDISE CORP</u>	<u>FLORIDA PROFIT CORPORATION</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>G & M DISTRIBUTORS OF MIAMI, INC.</u>	<u>FLORIDA PROFIT CORPORATION</u>
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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: