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Division of Corporations

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From:

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MERGER OR SHARE EXCHANGE

VITORIA MERCHANDISE CORP

Certificate of Status	0
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Help

First: The name and jurisdiction of the surviving corporation:

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.

Name	Jurisdiction	Document Number (If known/ applicable)
VITORIA MERCHANDISE CORP	FLORIDA PROFIT CORPORATION	P05000161479
Second: The name and jurisdiction of each	h merging corporation:	
<u>Name</u>	<u>Jurisdiction</u>	Document Number (if known/ applicable)
G & M DISTRIBUTORS OF MIAMI, INC.	FLORIDA PROFIT CORPORATION	333289
	-	
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-		
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effectiv Department of State.	e on the date the Articles of Merg	er are filed with the Florida
	ic date. NOTE: An effective date canno after merger file date.)	t be prior to the date of filing or more
Fifth: Adoption of Merger by surviving of The Plan of Merger was adopted by the sha	orporation - (COMPLETE ONLY C	ONE STATEMENT) ation on
The Plan of Merger was adopted by the box 07/06/2007 and shareholds	ard of directors of the surviving co r approval was not required.	orporation 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 boa 07/06/2007 and shareholde	ard of directors of the merging cor r approval was not required.	rporation(s) on
(Attaci	h additional sheets if necessary)	TO A TO TO THE TOP A TO THE TOP
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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 & Shuck	EMILIA E SHIRAKURA - SD
VITORIA MERCHANDISE CORP	Conf	CIRO SHIRAKURA - PD
G & M DISTRIBUTORS OF MIAMI, INC.	Roben Ofver	RUBENS OLIVEIRA - PD
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First: The name and jurisdiction of the surviving corporation:

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.

Name	Jurisdiction			
VITORIA MERCHANDISE CORP	FLORIDA PROFIT CORPORATION			
Second: The name and jurisdiction of each meruing corporation:				
<u>Name</u>	Jurisdiction			
G & 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 eash 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: