

To: +1(850)205-0380
Subject: 000173.61363.1

From: Nicky Sald... Wednesday, September 13, 2006 2:26 PM Page: 1 of 1

PO60000149923

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000294263 3)))



H060002942633ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

FILED STATE
SECRETARY OF CORPORATIONS
06 DEC 13 AM 9:44

000173.61363.1

MERGER OR SHARE EXCHANGE

KALIKA, INC.

RECEIVED
06 DEC 13 AM 8:00
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

Merger/cc/cus
12.14.06

12/13/2006 2:03:31 PM

Wednesday, December 13, 2006 2:26 PM Page: 3 of 5

Seventh: SIGNATURES FOR EACH CORPORATION

Typed or Printed Name of Individual & Title

Jerome V. Lavin, President

Jerome V. Lavin, President

H06000294263 3

H06000294263 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 DEC 13 AM 9:44

**PLAN AND AGREEMENT OF MERGER
MERGING
KALIKA MERCHANDISING CO.
(a Minnesota corporation)
INTO
KALIKA, INC.
(a Florida corporation)**

This Plan of Merger, dated as of December 13, 2006, is made and entered into by and between Kalika, Inc., a Florida corporation (the "Surviving Corporation"), and Kalika Merchandising Co., a Minnesota corporation (the "Merged Corporation").

WITNESSETH:

WHEREAS, the Board of Directors and shareholders of each of said corporations deem it advisable for their corporation to enter into this Plan of Merger pursuant to Sections 302A.601, et seq., of the Minnesota Business Corporation Act and Sections 607.1101 et seq. of the Florida Business Corporation Act.

NOW, THEREFORE, it is hereby agreed by and between the parties that effective December 13, 2006 (the "Effective Date"), the Merged Corporation shall be merged into the Surviving Corporation according to the following terms and conditions:

1. Effective as of the Effective Date, the Merged Corporation is hereby merged into the Surviving Corporation, and the name of the continuing corporation shall be Kalika, Inc.
2. Upon the Effective Date, by virtue of the merger each share of the issued and outstanding stock of the Merged Corporation shall be converted into one share of stock of the Surviving Corporation with identical designations, preferences, limitations and relative rights. As of the Effective Date, by virtue of the Merger, each share of stock of the Surviving Corporation outstanding immediately prior thereto shall be cancelled and returned to the status of authorized but unissued shares.
3. Upon the Effective Date, the merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act and Section 302A.641 of the Minnesota Business Corporation Act.
4. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue and remain in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation immediately after the merger.
5. The Officers and Directors of the Surviving Corporation immediately prior to the Effective Date shall continue to be the Officers and Directors of the Surviving Corporation

H06000294263 3

immediately after the merger, and until the next election of the Board of Directors and officers of the Surviving Corporation, as required by the Surviving Corporation's Articles of Incorporation and Bylaws.

6. This Plan and Agreement of Merger may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all such counterparts shall constitute one and the same Plan and Agreement of Merger.

7. This Agreement shall be governed by the laws of the State of Minnesota excluding the conflicts of law provisions thereof.

IN WITNESS WHEREOF, each of the parties hereto have executed this Plan and Agreement of Merger the day and year first above mentioned.

KALIKA, INC.
a Florida corporation

By 
Jerome V. Lavin, President

KALIKA MERCHANDISING CO.
a Minnesota corporation

By 
Jerome V. Lavin, President

This Agreement has been approved and adopted by all of the shareholders holding the outstanding stock of the Merged Corporation entitled to vote thereon.


Jerome V. Lavin, Secretary
of the Merged Corporation