

P07000132020

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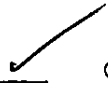
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: G. BEACH AUSTRALIA PTY. LTD.

(Name of Surviving Party)

Please return all correspondence concerning this matter to:

GILLIAN TAYLOR BEACH

(Contact Person)

(Firm/Company)

4891 NW 103 Ave, Suite# 14

(Address)

Sunrise, FL 33351 - U.S.A.

(City, State and Zip Code)

For further information concerning this matter, please call:

GILLIAN TAYLOR BEACH at (305) 302-3040

(Name of Contact Person)

(Area Code and Daytime Telephone Number)



Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
G. BEACH AUSTRALIA PTY. LTD.	Australia	Proprietary Company Limited By Shares
BEVIS MARKS COMPANY	Florida	Florida For-Profit Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
G. BEACH AUSTRALIA PTY. LTD.	Australia	Proprietary Company Limited By Shares

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

DECEMBER 1, 2008

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

4 Marion Street

Mt. Barker, Western Australia 6324

Commonwealth of Australia

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
G. BEACH AUSTRALIA PTY. LTD.	<u>Gillian Beach</u>	Gillian T. Beach
BEVIS MARKS COMPANY	<u>Gillian Beach</u>	Gillian T. Beach
_____	_____	_____
_____	_____	_____

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

PLAN OF MERGER

28 NOVEMBER 2008

G. BEACH AUSTRALIA PTY. LTD.

DRAFT TERMS OF MERGER

FOR

CROSS-BORDER MERGER OF COMPANIES

PLAN OF MERGER

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PLAN OF MERGER

MERGING COMPANIES

- (1) **G. BEACH AUSTRALIA PTY. LTD.**, ACN: 134 379 089 a company registered in Australia and having its registered office at 4 Marion Street, Mt. Barker, WA 6324 (**Surviving Company**).
- (2) **BEVIS MARKS COMPANY**, a company incorporated the 15th day of May 1936, registered in Florida (United States of America), with registration number P07000132020 and having its principal place of business at 12000 Biscayne Blvd., suite no. 207, Miami, Florida 33181 (**Non-Surviving Company**).

BACKGROUND,

- (A) Each of the Merging Companies is in the common ownership of a sole shareholder.
- (B) The Non-Surviving Company is to be merged with the Surviving Company, pursuant to takeover and compulsory acquisition regulations of the Corporations Act 2001 (**"the Merger"**)
- (C) These Draft Terms of Merger are made in compliance with the law of each of the Involved Countries.

1. INTERPRETATION

- 1.1. The definitions and rules of interpretation in this clause apply in these Draft Terms of Merger.

Business Day: a day (other than a Saturday or Sunday) when banks in Australia are open for business.

Australian Securities & Investments Commission ("ASIC"): The official Australian government register of companies.

Draft Terms of Merger: the proposed terms within this document in accordance with Corporations Act 2001, as well as the Florida Statutes.

Involved Countries: Australia and the United States of America

Merging Companies: the Surviving Company and the Non-Surviving Company

2. DESCRIPTION OF THE MERGER

- 2.1. Each Merging Company is a company with liability which is limited by share capital.

PLAN OF MERGER

- 2.2. Each Merging Company is wholly owned by the same single shareholder. The details of the pre-Merger shareholding of each Merging Company are set out in Schedule 2.
- 2.3. Particulars of each of the Merging Companies are set out in Schedule 1.
- 2.4. The Merging Companies do not:
 - 2.4.1. occupy a dominant position in their respective geographic markets; or
 - 2.4.2. occupy a dominant position in their respective product markets.
- 2.5. The administrative bodies of the Merging Companies have evaluated and acknowledged the fiscal effects of the Merger.
- 2.6. None of the Non-Surviving Companies owns any property or rights over any property.
- 2.7. None of the Merging Companies is in liquidation.
- 2.8. None of the Merging Companies has employees, therefore there will be no repercussions on employment resulting from the Merger.
- 2.9. No special advantage will be granted to any expert who examines these Draft Terms of Merger or to and director, officer or member of the administrative, management, supervisory or controlling organs of any the Merging Companies.
- 2.10. Pursuant to the Florida Statutes, all of the shareholders of each of the Merging Companies have agreed that no expert report on the proposed merger shall be required.

3. PROCEDURE FOR THE MERGER

- 3.1. Pursuant to the Surviving Company's Constitution, these Draft Terms of Merger must be submitted to each of the Merging Companies in an Extraordinary General Meeting of each Merging Company.
- 3.2. The Non-Surviving Company shall follow the procedure required pursuant to the law of its country in order to approve these Draft Terms of Merger.
- 3.3. Not more than two weeks after the date of the first Extraordinary General Meeting to occur pursuant to the surviving company's Constitution, the Surviving Company shall deliver to the ASIC the following:
 - 3.3.1. Copy of the Resolution approving these Draft Terms of Merger passed at an Extraordinary General Meeting;

PLAN OF MERGER

3.3.2. these Draft Terms of Merger.

4. ACCOUNTING REQUIREMENTS

4.1. Each of the Merging Companies shall for the purposes of the Merger rely on the account document set out in the table below and disclosed in the Appendix to these Draft Terms. Each document shall have been filed with each Merging Companies' respective company registrar by 1 July 2008.

	Description of document
G. Beach Australia Pty. Ltd.	No financial reporting has been carried out, as the company has been recently incorporated.
Bevis Marks Company	Financial statement for fiscal year ended 30 September 2008

Each document referred to in the above table has been prepared in accordance with the law of the appropriate Involved Country.

- 4.2. From 1 January 2008 the transactions of the Merging Company will be treated for accounting purposes as transactions of the Surviving Company
- 4.3. The Non-Surviving Company agrees that the information on the evaluation of the assets and liabilities of each Non-Surviving Company which are transferred to the Surviving Company resulting from the Merger is not materially different from the information contained in the accounts documents referred to in clause 4.1 above

5. EFFECTS OF THE MERGER

5.1. The Merger shall have the following effects:

- 5.1.1. all the assets and liabilities of the Non-Surviving Company shall be transferred to the Surviving Company;
- 5.1.2. the members of the Non-Surviving Company shall become members of the Surviving Company;
- 5.1.3. the Non-Surviving Company shall cease to exist.

5.2. The Constitution of the Surviving Company will not be modified as a result of the Merger.

PLAN OF MERGER

- 5.3. The Merger shall become effective upon registration with the Florida Division of Corporations and, subsequently, with the ASIC.
- 5.4. All costs (including tax liability) of the Merger incurred by the Non-Surviving Companies from 1 January of the year when the merger will be effective shall be payable by the Surviving Company.
- 5.5. The holding of securities or shares which represent the capital of the Surviving Company will entitle the holder to a share of profit from the date of the Merger.

6. RATIO OF SHARE EXCHANGE

- 6.1. Under the terms of the Merger, each of the Shareholders of Non-Surviving Company shall receive shares in the Surviving Company of an equivalent nominal value to their shareholding in the Non-Surviving Company. Details of the proposed share exchange can be found in Schedule 3.
- 6.2. On completion of the Merger, the shareholders of Non-Surviving Company will receive shares in the Surviving Company equivalent to approximately 50 per cent of the post-Merger issued ordinary share capital of the Surviving Company. The table bellows illustrates the ratio of share exchange.
- 6.3. The terms relating to the allotment of shares or other securities in the Surviving Company are those terms set out in the Constitution of the Surviving Company.
- 6.4. No rights or restrictions shall attach to shares or other securities in the Surviving Company to be allotted under the Merger to the holders of shares or other securities in the Non-Surviving Company (other than those rights and restrictions contained in the Surviving Company's Constitution).

PLAN OF MERGER

SCHEDULE 1. DETAILS OF MERGING COMPANIES

PART 1: SURVIVING COMPANY

Name:	G. Beach Australia Pty. Ltd.
ACN:	134 379 089
Date of Incorporation:	27/11/2008
Registered office:	4 Marion Street, Mt. Barker, WA 6324
Authorised share capital:	AUD 3,000,000.00
Divided into:	1,500,000 ordinary AUD 2.00 shares
Issued share capital:	AUD 3,000,000.00
Divided into:	1,500,000 ordinary AUD 2.00 shares
Registered shareholders (and number of shares held):	Mike de Brie (1896) Holding Company Limited – Commonwealth of Dominica (1,500,000)
Director:	Miss. Gillian Taylor Beach

PLAN OF MERGER

PART 2. NON-SURVIVING COMPANY

Non-Surviving Company

Name:	Bevis Marks Company
Registration number:	P07000132020
Date of Incorporation:	15/05/1936
Head office:	12000 Biscayne Blvd., suite no. 207, Miami, Florida 33181
Authorised share capital:	USD 989,379
Divided into:	989,379 Ordinary shares of USD 1.00
Issued share capital	USD 989,379
Divided into:	989,379 Ordinary shares of USD 1.00
Registered shareholders (and number of shares held):	Mike de Brie (1896) Holding Company Limited – Comonwealth of Dominica (989,379)
Director:	Miss. Gillian Taylor Beach

PLAN OF MERGER

SCHEDULE 2. PRE-MERGER SHAREHOLDING

PART 1: SURVIVING COMPANY

Company	Total Share Capital	Value of Each Share	Shareholder/s	Number of shares held	% of entire share capital
G. Beach Australia Pty. Ltd.	AUD 3,000,000	AUD 2.00	Mike de Brie (1896) Holding Company Limited Commonwealth of Dominica	1,500,000	100%

PART 2: NON SURVIVING COMPANY

Company	Total Share Capital	Value of Each Share	Shareholder/s	Number of shares held	% of entire share capital
Bevis Mark Company	USD 989,379	USD 1.00	Mike de Brie (1896) Holding Company Limited Commonwealth of Dominica	989,379	100%

PLAN OF MERGER

SCHEDULE 3. RATIO OF SHARE EXCHANGE

Non-Surviving Company	Shareholder	Nominal value of shareholding (USD)	Nominal value of shareholding (AUD)	Number of shares to be issued in Surviving Company
Bevis Marks Company	Mike de Brie (1896) Holding Company Limited Commonwealth of Dominica	989,379.00	1,500,000.00	91867 ordinary £1.00 shares

NB: Conversions have been performed using an exchange rate of USD 1 = AUD 1.516102524. Resulting Figures have been rounded to the nearest integer

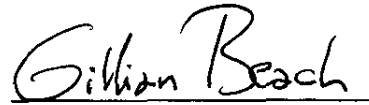
PLAN OF MERGER

SCHEDULE 4. POST-MERGER SHAREHOLDING

Company	Total Share Capital	Value of Each Share	Shareholder/s	Number of shares held	% of entire share capital
G. Beach Australia Pty. Ltd.	AUD 3,000,000.00	AUD 2.00	Mike de Brie (1896) Holding Company Limited - Commonwealth of Dominica	1,500,000	100%

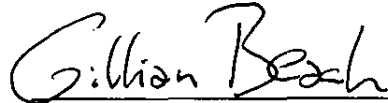
PLAN OF MERGER

G. Beach Australia Pty. Ltd.



**Gillian Taylor Beach
Director**

Bevis Marks Company



**Gillian Taylor Beach
Authorized Officer**