

# Florida Department of State

Division of Corporations

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## MERGER OR SHARE EXCHANGE

IKN USA INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF MERGER**

**OF**

**IKN INC.**

a Pennsylvania corporation

**INTO**

**IKN USA INC.**

a Florida corporation

Pursuant to the provisions of Sections 607.1105, Florida Statutes, the undersigned corporations certify as follows:

**FIRST:** The names of the entities that are parties to the merger are IKN Inc., a Pennsylvania corporation ("IKN-PA"), and IKN USA Inc., a Florida corporation ("IKN-FL").

**SECOND:** IKN-FL shall be the surviving entity.

**THIRD:** The Plan of Merger (the "Plan of Merger"), attached hereto as Exhibit A, was approved by the sole shareholder and sole director of IKN-PA by Unanimous Written Consents on JUNE 12, 2009, and by the sole director and sole shareholder of IKN-FL by Unanimous Written Consent on JULY 1, 2009.

**FOURTH:** The merger shall become effective on ~~May~~ <sup>AUGUST</sup> 1, 2009, at 12:01 a.m.

**DATED:** JULY 1, 2009.

**IKN INC.,**  
a Pennsylvania corporation

By: [Signature]  
Christoph Lange, President

**IKN USA INC.,**  
a Florida corporation

By: [Signature]  
Justus von Wedel, President

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**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**IKN INC.**  
**(a Pennsylvania corporation)**  
**INTO**  
**IKN USA INC.**  
**(a Florida corporation)**

This PLAN OF MERGER dated JULY 1, 2009 is made by and between IKN Inc., a Pennsylvania corporation ("IKN-PA"), and IKN USA Inc., a Florida corporation (IKN-FL").

WHEREAS, the Board of Directors of IKN-PA and IKN-FL deem it advisable and in the best interest of IKN-PA and IKN-FL and their respective shareholders to merge IKN-PA with and into IKN-FL, with IKN-FL designated as the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. IKN-PA and IKN-FL shall be merged with and into a single corporation, with IKN-FL being the surviving corporation from and after the Effective Date of the merger, and thereupon the separate existence of IKN-PA shall cease.
2. The Certificate of Incorporation of IKN-FL shall continue to be the Certificate of Incorporation of the surviving corporation until amended as therein provided.
3. The Bylaws of IKN-FL shall continue to be the bylaws of the surviving corporation until changed, altered or amended as therein provided.
4. The following individual shall serve as director of IKN-FL from and after the Effective Date of the merger until his successor is elected and qualified or his earlier resignation or removal:

Karl Friedrich von Wedel

5. From and after the Effective Date, (i) each issued and outstanding share of common stock of IKN-PA immediately prior to the Effective Date shall be cancelled and the certificate surrendered; and (ii) each issued and outstanding share of common stock of IKN-FL immediately prior to the Effective Date shall remain outstanding and shall represent one share of the surviving corporation.

6. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and prior to the filing of the Articles of Merger with the Secretary of State of the Commonwealth of Pennsylvania upon a majority vote of the Board of Directors of IKN-PA and IKN-FL, and approval of the shareholders of IKN-PA and IKN-FL to the extent any such amendment adversely affects the shareholders or changes the articles of the surviving corporation.

7. Pursuant to the Florida Business Corporation Act and the Business Corporation Law of Pennsylvania, this Plan of Merger has been approved by resolutions duly adopted by the Board of Directors and the Shareholders of IKN-PA and IKN-FL.

8. From and after the Effective Date: (a) IKN-FL shall possess all the rights, privileges, powers and franchises of each of IKN-FL and IKN-PA; (b) all property of each of IKN-FL and IKN-PA (real, personal, intangible and mixed) and all debts due to either of IKN-FL or IKN-PA on whatever account and all and every other interest of IKN-FL or IKN-PA shall be vested in IKN-FL and shall be thereafter the property of IKN-FL; (c) all rights of creditors and all liens upon any property of IKN-FL and/or IKN-PA, including but not limited to the rights and liens of any lender to IKN-PA shall be preserved unimpaired; (d) all debts, liabilities, obligations and duties of each of IKN-FL and IKN-PA, including but not limited to the debts, liabilities, obligations and duties of the IKN-PA to any lender, shall thenceforth attach to IKN-FL and may be enforced against IKN-FL to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by IKN-FL; and (e) all other effects of the merger specified in the Florida Business Corporation Act and the Business Corporation Law of Pennsylvania shall result therefrom.

If, at any time, IKN-FL shall determine or be advised that any further assignments or actions are necessary or desirable to vest in IKN-FL, according to the terms thereof, the title to any property or rights of IKN-PA, or to secure the rights of any creditors/lienholders against such property, the proper officers and directors as of the Effective Date hereof of IKN-FL and IKN-PA shall and will, as necessary, execute and make all such proper assignments or actions and do all things necessary or proper to vest title in such property or rights in IKN-FL, to secure the rights of any creditors/lienholders against such property, and otherwise carry out the purposes of this Plan of Merger.

9. The effective date of the merger shall be <sup>AUGUST</sup> ~~May~~ 1, 2009, at 12:01 a.m. (the "Effective Date").

IN WITNESS WHEREOF, the undersigned have set their hands as of the date first written above.

IKN INC.,  
a Pennsylvania corporation

By:   
Christoph Lange, President

IKN USA INC.,  
a Florida corporation

By:   
Justus von Wedel, President