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MERGER OR SHARE EXCHANGE  
TV GOODS HOLDING CORPORATION

Certificate of Status	0
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**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.

1. The name, address of the principal office and jurisdiction of the surviving corporation is:

<u>Name and address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TV Goods Holding Corporation 14044 Icot Boulevard Clearwater, FL 33760	Florida	P09000085887

2. The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TV Goods Acquisition, Inc.	Florida	P10000032963

3. The Plan of Merger is attached.

4. The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

5. The Plan of Merger was duly approved by TV Goods Holding Corporation, in accordance with the provisions of the Florida Business Corporation Act on April 15, 2010. The number of shares voting to approve the merger was sufficient for approval.

6. The Plan of Merger was duly approved by TV Goods Acquisition, Inc. in accordance with the applicable provisions of the Florida Business Corporation Act on April 14, 2010. The number of shares voting to approve the merger was sufficient for approval.

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IN WITNESS WHEREOF, the parties hereto caused these Articles of Merger to be duly executed by their authorized officers.

TV GOODS ACQUISITION, INC.

TV GOODS HOLDING CORPORATION

By: Francis Rebello  
Francis Rebello  
President

By: Steven Rogai  
Steven Rogai  
President

Dated: May \_\_\_\_, 2010

Dated: May \_\_\_\_, 2010

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## PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1101, Florida Statutes.

1. The name and jurisdiction of the surviving Corporation (hereinafter referred to as "TV Goods Holding") is:

<u>Name</u>	<u>Jurisdiction</u>
TV Goods Holding Corporation	Florida

2. The name and jurisdiction of the merging corporation (hereinafter referred to as "Newco") is:

<u>Name</u>	<u>Jurisdiction</u>
TV Goods Acquisition, Inc.	Florida

3. Newco shall be merged with and into TV Goods Holding which shall be the surviving corporation and the separate corporate existence of Newco shall thereupon cease (the "Merger") as of the Effective Date.

4. 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:

(a) Issued and Outstanding TV Goods Holding Common Stock. On the Effective Date, each issued and outstanding share of TV Goods Holding common stock (the "TV Goods Holding Common Shares") shall be converted into and exchangeable for one (1) share of common stock (the "H&H Common Stock") of H&H Imports, Inc., a Florida corporation ("H&H"). Each share of H&H Common Stock shall be fully paid and non-assessable and contain a legend restricting the transfer thereof in accordance with applicable securities laws. All such TV Goods Holding Common Shares stock shall then be canceled and retired, and each certificate representing such TV Goods Holding Common Shares stock shall thereafter (i) represent only the right to receive H&H Common Stock issuable in exchange for such TV Goods Holding Common Shares stock upon the surrender of such certificates; and (ii) entitle the holder thereof to vote with respect to, and receive dividends, if any, on such number of shares of H&H Common Stock which such holder is entitled to receive in exchange for such certificates, provided that dividends, if any, shall be paid to such holder, without interest, only upon surrender of certificates.

(b) TV Goods Holding Warrants and Options. The TV Goods Holding Warrants and Options issued and outstanding immediately prior to the Effective Date of the Merger shall be converted into the right to receive corresponding warrants and options of H&H based upon the exchange ratio of the TV Goods Holding Common Shares and at a purchase price to be adjusted to reflect the terms of the exchange.

(c) TV Goods Holding Senior Notes. Unless otherwise converted prior to the Effective Date, every TV Goods Holding Senior Note issued and outstanding immediately prior to the Effective Date of the Merger may be converted into H&H Common Stock based upon the exchange ratio of the TV Goods Holding Common Shares and at a conversion price to be adjusted to reflect the terms of the exchange.

(d) Issued and Outstanding Newco Shares. Each issued and outstanding share of common stock of Newco immediately prior to the Effective Date will be converted into and become one validly issued, fully paid and non-assessable share of common stock of TV Goods Holding.

(e) Ownership and Voting Rights of Pre-Merger TV Goods Holding Common Shares. On and after the Effective Date and until surrendered for exchange, each outstanding certificate that immediately prior to the Effective Date represented Pre-Merger TV Goods Holding Common Shares (except Dissenting Shares) shall be deemed for all purposes, to evidence ownership of and represent the number of whole H&H Common Stock into which such Pre-Merger TV Goods Holding Common Shares are convertible pursuant to Section 4(a) above. The record holder of each such outstanding certificate representing Pre-Merger TV Goods Holding Common Shares shall, after the Effective Date, be entitled to vote the H&H Common Stock into which such Pre-Merger TV Goods Holding Common Shares shall have been converted or are convertible on any matters on which the holders of record of the H&H Common Stock, as of any date subsequent to the Effective Date, shall be entitled to vote. In any matters related to such certificates of Pre-Merger TV Goods Holding Common Shares, H&H may conclusively rely upon the record of stockholders maintained by H&H containing the names and addresses of the holders of record of Pre-Merger TV Goods Holding Common Shares on the Effective Date.

(f) Dissenting Shares. TV Goods Holding Common Shares held by stockholders of TV Goods Holding who have properly exercised and preserved appraisal rights with respect to those shares ("Dissenting Shares") in accordance with Section 607.1321 of the FBCA shall not be converted into or represent a right to receive H&H Common Shares pursuant to Section 4(a) above, but the holders thereof shall be entitled only to such rights as are granted by Section 607.1302 of the FBCA. Each holder of Dissenting Shares who becomes entitled to payment for such shares pursuant to Section 607.1302 of the FBCA shall receive payment therefore from TV Goods Holding, as the surviving corporation, in accordance with such laws; provided, however, that if any such holder of Dissenting Shares shall have effectively withdrawn such holder's demand for appraisal of such shares or lost such holder's right to appraisal and payment of such shares under Section of the FBCA, such holder or holders (as the case may be) shall forfeit the right to appraisal of such shares and each such share shall thereupon be deemed to have been canceled, extinguished and converted, as of the Effective Date, into and represent the right to receive H&H Common Shares as provided in (a) above.

(g) Exchange Procedures. Promptly after the Effective Date, H&H shall appoint an exchange agent (the "Exchange Agent") for the purposes of exchanging certificates representing TV Goods Holding Common Shares, Warrants, Options and Senior Notes into applicable Options, Warrants and Senior Notes exercisable for or convertible into H&H Common Stock as set forth above.