Page 1 of 1

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Division of Corporations

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From:

Account Name : CORPORATE ACCESS, INC.

Account Number : FCA00000011

Phone : (850)222~2666

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: (850)222-1666

**Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please. **

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COR AMND/RESTATE/CORRECT OR O/D RESIGN DISTILLERIE STOCK U.S.A., LTD., INC.

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March 1, 2010

FLORIDA DEPARTMENT OF STATE

DISTILLERIE STOCK U.S.A., LTD., INC. 2500 WESTON ROAD

313

WESTON, FL 33331US

SUBJECT: DISTILLERIE STOCK U.S.A., LTD., INC.

REF: P09635

RECEIVED MAR - 1 2010

Kesubmitt 21

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

LEGIBILITY IS GREAT, HOWEVER, THE CORPORATE NAME ON LINE #1 SHOULD READ: DISTILLERIE STOCK U.S.A., LTD., INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell Regulatory Specialist II

FAX Aud. #: H10000041466 Letter Number: 910A00004987

RECEIVED MAR - 1 2010

February 26, 2010

FLORIDA DEPARTMENT OF STATE

DISTILLERIE STOCK U.S.A., LTD., INC.

2500 WESTON ROAD 313

WESTON, FL 33331US

SUBJECT: DISTILLERIE STOCK U.S.A., LTD., INC.

REF: P09635

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PER MY SUPERVISOR, KAREN GIBSON, THE FIRST PAGE, THE APPLICATION, IS STILL NOT LEGIBLE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell Regulatory Specialist II FAX Aud. #: H10000041466 Letter Number: 610A00004871

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nesubmitting 3/1/10 850-517-6381

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February 25, 2010

FLORIDA DEPARTMENT OF STATE

DISTILLERIE STOCK U.S.A., LTD., INC. 2500 WESTON ROAD

313

WESTON, FL 33331US

SUBJECT: DISTILLERIE STOCK U.S.A., LTD., INC.

REF: P09635

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refer this document until the quality has been improved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filling of your document, please uall (850) 245-6906.

Darlene Connell Regulatory Specialist II

FAX Aud. #: H10000041466 Letter Number: 110A00004764

P.O BOX 6327 - Tallahassee, Florida 32314

850-617-6361

2/24/2010 4:47:45 PM PAGE 1/001 Fax Server



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February 24, 2010

FLORIDA DEPARTMENT OF STATE

DISTILLERIE STOCK U.S.A., LTD., INC. 2500 WESTON ROAD 313
WESTON, FL 33331US

SUBJECT: DISTILLERIE STOCK U.S.A., LTD., INC.

REF: P09635

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refex the complete document, including the electronic filing cover sheet.

#3 OF THE APPLICATION SHOULD READ: 04/02/1986.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell Regulatory Specialist II FAX Aud. #: E10000041466 Letter Numbex: 010A00004651

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PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I	

	(1-3 M	IUST BE COMPLI	CTED)		主題, 万
	P09635	. :			三 章 1
	(Document no	imber of corporation	n (if known)		The state of the s
I. Distillerie Stock U.S.A., I	Ltd. , Inc .				玉 王
	(Name of corporation as it app	ears on the records	of the Department of	State)	177 14
•					
2. New York		3, 4	April 2, 1986		
(Incorp	porated under laws of)	-	(Date authorized to	io busine	ss in Florida)
	(4-7 COMPLETE OF	SECTION II NLY THE APPLIC	Cable Changes)		
· .	iges the name of the corpo	-	is the change effect	ed under	the laws of
its jurisdiction of incom	rporation? December 30, 20	009			
5 Stock Spirits Group USA	Line				
(Name of corporation a	after the amendment, addir ion, if not contained in nev	ng suffix "corpo w name of the co	ration," "company, orporation)	or "in	corporated," or
(If new name is unavail business in Florida)	able in Florida, enter alter	nate corporate n	ame adopted for the	e purpos	e of transacting
6. If the amendment chan	ges the period of duration,	indicate new po	eriod of duration.		
•					•
•		(New duration)			
7. If the amendment chang	ges the jurisdiction of inco	rporation, indic	ate new jurisdiction	٠.	,
·	•		-		
•	(1	New jurisdiction)			•
3. Attached is a certificate 90 days prior to deliver having custody of corp	or document of similar in y of the application to the mate records in the jurisdic	nport, evidencin Department of S ction under the l	g the amendment, a State, by the Secrets aws of which it is i	uthentic ty of St acorpore	ated not more than ate or other official ated.
(Signature of a direct of a receiver or other	tor, president or other officer - er court appointed fiduciary, by	if in the hands that fiduciary)	-		
Francisco Tonarely		·	President	·	
(Typed or printe	d name of person signing)		(Title of person	signing)	

STATE OF NEW YORK DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official scal of the Department of State, at the City of Albany, on December 30, 2009.

(Atto

Daniel E. Shapiro First Deputy Secretary of State

Rev. 06/07

09123000004

CERTIFICATE OF MERGER

OF

HERITAGE BRANDS INC. (Parent Corporation)

Into

DISTILLERIE STOCK U.S.A., LTD. (Surviving Corporation)

Pursuant to Section 905 of the New York Business Corporation Law

It is hereby certified by the corporation named herein as the surviving corporation as follows:

- 1. The name of the parent corporation is Heritage Brands Inc. (the "Parent Corporation"). The Certificate of Incorporation of the Parent Corporation was filed by the Department of State of Delaware on July 16, 2007. The Parent Corporation filed an Application for Authority to do business in New York on February B, 2008.
- 2. The name of the surviving corporation is Distilleric Stock U.S.A., Ltd. (the "Surviving Corporation"). The Certificate of Incorporation of the Surviving Corporation was filed by the Department of State of New York on September 23, 1946. The Surviving Corporation was formed under the name Stock Products, Inc.
- 3. The Board of Directors of the Parent Corporation has adopted a plan and agreement of merger (the "Plan of Merger") setting forth the terms and conditions of merging the Parent Corporation into the Surviving Corporation. The Plan of Merger has been approved by the shareholders of the Parent Corporation in accordance with Section 903 (a) of the New York Business Corporation Law and in accordance with applicable Delaware law.
- 4. The Board of Directors of the Surviving Corporation has also adopted the Plan of Merger described in Section 3 above. The Plan of Merger has been approved by the shareholders of the Parent Corporation in accordance with Section 903 (a) of the New York Business Corporation Law.
- 5. The designation and number of outstanding shares of each class of the Surviving Corporation, and the number of such shares owned by the Surviving Corporation are as follows:

<u>Designation</u>
No Par Common Stock

Outstanding

Owned by Surviving Corporation

57.4 Shares 0 Shares

6. The designation and number of outstanding shares of each class of the Parent Corporation, and the number of such shares owned by the Surviving Corporation are as follows:

<u>Designation</u> \$.01 Par Common Stock Outstanding 100 Shares Owned by Surviving Corporation

0 Shares

7. All outstanding shares of the Surviving Corporation are owned by the Parent Corporation. Upon the effective time of the merger, each share of \$.01 Par Common Stock of the Parent Corporation issued and outstanding immediately prior to the effective time shall be converted into one share of No Par Common Stock of the Surviving Corporation.

- 8. The Certificate of Incorporation of the Surviving Corporation will be amended in connection the merger by changing the name of the Surviving Corporation to Stock Spirits Group USA Inc.
- 9. To accomplish the amendment set forth in Section 8 hereof, Section 1 of the Certificate of Incorporation of the Surviving Corporation is hereby stricken and replaced with the following Section:

1. The name of the Corporation is Stock Spirits Group USA Inc.

Dated: December 22, 2009

DISTILLERIE STOCK U.S.A., LTD.

HERITAGE BRANDS INC.

State of the state

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CERTIFICATE OF MERGER

OF

HERITAGE BRANDS INC. (Parent Corporation)

Into

DISTILLERIE STOCK, U.S.A., LTD. (Surviving Corporation)

Under Section 905 of the Business Corporation Law

Richard H. Waxman, P.C. 445 Central Avenue, Suite 362

Cedarburst, NY 11516-2001

FILED DEC 310 2009 TAX S.

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BY: