

P09635

Page 1 of 1

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*A/C*

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Help



March 1, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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

SUBJECT: DISTILLERIE STOCK U.S.A., LTD., INC.  
REF: P09635

*Resubmitting*  
*3/1*

RECEIVED MAR - 1 2010

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. #: E10000041466  
Letter Number: 910A00004987

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February 26, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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

SUBJECT: DISTILLERIE STOCK U.S.A., LTD., INC.  
REF: P09635

Resubmitting  
3/1/10

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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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

850-517-6381

2/25/2010 4:18:12 PM PAGE 1/001 Fax Server



February 25, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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

SUBJECT: DISTILLERIE STOCK U.S.A., LTD., INC.  
REF: P09635

Resubmitting  
2/26

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 refax 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 filing of your document, please call (850) 245-6906.

Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H10080041466  
Letter Number: 110A00004764

P.O BOX 6327 - Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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



Resubmitting  
2/25

February 24, 2010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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 refile 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 Number: 010A00004651

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



***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 seal of  
the Department of State, at the City of  
Albany, on December 30, 2009.

A handwritten signature in dark ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

091230000041

## 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 8, 2008.

2. The name of the surviving corporation is Distillerie 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>	<u>Outstanding</u>	<u>Owned by Surviving Corporation</u>
No Par Common Stock	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>	<u>Outstanding</u>	<u>Owned by Surviving Corporation</u>
\$0.01 Par Common Stock	100 Shares	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 \$0.01 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.

By:

  
Francisco Tonarely, President

HERITAGE BRANDS INC.

By:

  
Francisco Tonarely, President

H10000041466 3

091230000 *041*

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

**DRAWDOWN  
DELANEY #30**

Richard H. Waxman, P.C.  
445 Central Avenue, Suite 362  
Cedarhurst, NY 11516-2001

FILED

2009 DEC 30 AM 8:47

*icc*  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 30 2009

TAX S. *mb*

BY: *mb*

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