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**DATE: 01/31/13**

**NAME: QUALITY IMPORTERS TRADING CO, INC.**

**TYPE OF FILING: MERGER**

**COST: 78.75**

**RETURN: CERTIFIED COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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ARTICLES OF MERGER

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act; pursuant to sections 607.1105, Florida Statutes.

2013 JAN 31 PM 4:43  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

FIRST: The name and jurisdiction of the surviving corporation is QUALITY IMPORTERS TRADING CO., INC., a Florida corporation, document number P10000060707.

SECOND: The name and jurisdiction of the merging corporation is QUALITY IMPORTERS TRADING CO., INC., a New York corporation.

THIRD: The Plan of Merger is attached as Exhibit A.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on January 31, 2013.

SIXTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on January 31, 2013.

SEVENTH: Signatures for Each Corporation:

QUALITY IMPORTERS TRADING CO., INC., a New York corporation

By: Michael Giordano  
Name: Michael Giordano  
Title: President

QUALITY IMPORTERS TRADING CO., INC., a Florida corporation

By: Michael Giordano  
Name: Michael Giordano  
Title: President

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of January 31, 2013, by and among Quality Importers Trading Co., Inc., a New York corporation, having an address at 3350 Enterprise Avenue, Suite 120, Weston, FL 33331 ("QITC NY"), and Quality Importers Trading Co., Inc., a Florida corporation, having an address at 3350 Enterprise Avenue, Suite 120, Weston, FL 33331 ("QITC FL").

WHEREAS, the respective shareholders of QITC NY and QITC FL have each approved the merger of the respective companies (the "Merger") in accordance with § 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"), the New York Business Corporation Law ("New York Law") and the Florida Business Corporation Act ("Florida Law") and the provisions of this Agreement, with the result that each share of QITC NY will be exchanged for a share of QITC FL on a one-to-one basis;

WHEREAS, it is intended that the Merger will create economies of scale and cross-marketing benefits that will enhance the value of QITC NY and QITC FL in one consolidated entity;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, QITC NY and QITC FL hereby agree as follows:

### Section 1. The Merger

1.1. Surviving Entity. At the Closing (as defined in Section 3 herein), in accordance with the Code, the New York Law, the Florida Law and this Agreement, QITC NY shall be merged with and into QITC FL, and the separate existence of QITC NY shall cease, and QITC FL shall continue as the surviving entity (QITC FL hereinafter sometimes shall be referred to as the "Surviving Entity").

1.2. Effect of the Merger. Upon the effectiveness of the Merger, in addition to any other purposes and powers set forth in the Certificate of Merger, the Surviving Entity shall have the rights and powers of QITC FL and QITC NY (collectively referred to as the "Constituent Entities"). The assets of each Constituent Entity, including any legacies that each would have been capable of taking, shall transfer to, vest in and devolve on, the Surviving Entity without further act or deed. The Merger shall not impair the rights of creditors or any liens on the property of a Constituent Entity.

### 1.3 Consummation of the Merger.

(a) This Agreement has been submitted to the Board of Directors and Stockholders of QITC NY and QITC FL for approval, and has been duly approved in accordance with Section 907 of the New York Law and Section 607.1105 of Florida Law.

(b) Within thirty business days of the Closing, the appropriate parties hereto shall execute and file with the Departments of the State of New York and Florida, Certificates of Merger.

**1.4. Certificate of Incorporation and Officers.** The Certificate of Incorporation of Quality Importers Trading Co., Inc., as in effect immediately prior to the date and time when the Merger shall become effective (the "Effective Time"), shall be the Certificate of Incorporation of the Surviving Entity.

**1.5. Taking of Necessary Action; Further Action.** QITC NY and QITC FL shall each use its best efforts to take all such action as may be necessary or appropriate in order to effectuate the Merger under New York and Florida law as promptly as possible. If at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers, and franchises of either of the Constituent Entities, the officers of such entities are fully authorized in the name of their entity or otherwise to take, and shall take, all such lawful and necessary action.

## **Section 2. Status and Conversion of Securities.**

### **2.1. Conversion of Stockholder Interests.**

(a) **QITC NY Interests:** Immediately following the Effective Time, each of the stockholder interests of QITC NY shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the equal amount of stockholder interests of QITC FL.

(b) **QITC FL Interests:** Immediately following the Effective Time, each of the stockholder interests of QITC FL existing immediately prior to the Effective Time, shall remain as stockholder interests of the Surviving Entity, and no payment shall be made with respect thereto.

## **Section 3. Certificate of Incorporation/Formation:**

- (a) Quality Importers Trading Co., Inc. was incorporated in the State of New York 2/28/2000.
- (b) Quality Importers Trading Co., Inc. was incorporated in the State of Florida 7/22/2010.

## **Section 4. Effective Date and Filing Copy.**

- (a) The effective date of the Merger shall be upon filing.

(b) A copy of the Agreement is on file at the principal place of business of QITC FL is located at 3350 Enterprise Avenue, Suite 120, Weston, FL 33331. A copy of the Plan shall be furnished by QITC FL, upon request and at no cost, to any stockholder of QITC NY or QITC FL.

IN WITNESS WHEREOF, each of the undersigned entities has caused this Agreement to be executed by its duly authorized officer, and each individual has signed this Agreement, as of the date first above written.

QUALITY IMPORTERS TRADING CO., INC.,

a New York corporation

By: Michael Giordano

Michael Giordano, President

QUALITY IMPORTERS TRADING CO., INC.,

a Florida corporation

By: Michael Giordano

Michael Giordano, President