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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Turkanis Leatherworks, Inc.

Certificate of Status	0
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Merger

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09/20/12

September 20, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TURKANIS LEATHERWORKS, INC.
7631 NW 33RD STREET
UNIT #6
DORAL, FL 33172US

SUBJECT: TURKANIS LEATHERWORKS, INC.
REF: P12000063641

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 current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE ADD A PERIOD "." TO THE SURVIVOR'S NAME AFTER THE WORD "INC" ON THE FIRST PAGE OF THE ARTICLES OF MERGER.

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) 245-6050.

Darlene Connell
Regulatory Specialist II

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Letter Number: 712A00023569

To! Darlene

Thank you for your assistance

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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.

First: The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
TURKANIS LEATHERWORKS, INC.	FLORIDA	P12000063641

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
LEATHERWORKS, INC.	MAINE	860728D

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Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the surviving corporation on AUGUST 31, 2012.

The Plan of Merger was adopted by the board of directors of the surviving corporation on ____________ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on AUGUST 31, 2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on ____________ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Turkanis Leatherworks, Inc.	Michael Turkanis	Michael Turkanis, President & Director
LEATHERWORKS, INC.	Michael Turkanis	Michael Turkanis, President & Director

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated this 31st day of August, 2012 (the "Agreement"), is entered into between TURKANIS LEATHERWORKS, INC., a Florida corporation ("Surviving"), and LEATHERWORKS, INC., a Maine corporation ("Merging").

BACKGROUND:

The respective shareholders of Merging and Surviving believe that it is in the best interest of the two corporations for Merging to merge with Surviving for the purpose of continuing the business of Merging in the form of a Florida corporation in accordance with the provisions of this Agreement, the Florida Business Corporation Act and the Maine Business Corporation Act.

AGREEMENT:

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth below, and intending to be legally bound hereby, the parties confirm the accuracy of the information set forth in the introductory paragraph and the BACKGROUND section above, which are hereby incorporated by reference into this Agreement, and agree as follows:

1. **MERGER.** Merging shall be merged with and into Surviving (the "Merger").

2. **EFFECTIVE DATE.** The Merger shall become effective immediately upon the filing of the Certificate of Merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act and the filing of the Certificate of Merger with the Secretary of State of Maine in accordance with Maine Business Corporation Act (the "Effective Date").

3. **SURVIVING CORPORATION.** Surviving shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate existence of Merging shall cease.

4. **CONVERSION OF SHARES.** The manner and basis of converting the shares of the shareholders of Merging shall be a 1:1 exchange, with each share in Merging being converted to a share in Surviving and each of the shareholders in Merging being admitted as shareholders in Surviving.

5. **MISCELLANEOUS.** The provisions relating to the merger are as follows:

   A. **Changes in Articles of Incorporation.** The Articles of Incorporation of Surviving shall continue to be its Articles of Incorporation following the Effective Date of the Merger.

   B. **Officers and Directors.** The Officers and Directors of Surviving on the Effective Date of the merger shall continue as the Officers and Directors of Surviving for their full unexpired terms and until their successors have been appointed and qualified.

6. **AUTHORIZATION.** The Officers of the corporation are hereby authorized and directed to do or cause to be done all acts, and to execute and deliver all documents necessary or appropriate to effect the Merger and otherwise carry out the foregoing Plan of Merger.

Dated as of the 21st day of August, 2012.

LEATHERWORKS, INC.,
a Maine corporation

By: ______________________
Michael Turkanis, President and Sole Shareholder

TURKANIS LEATHERWORKS, INC.,
a Florida corporation

By: ______________________
Michael Turkanis, President and Sole Shareholder

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