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PICK-UP WAIT MAIL

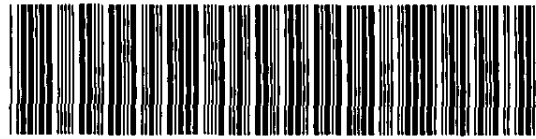
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 501483 7838492

AUTHORIZATION :

COST LIMIT : \$ 70

Spuddean

ORDER DATE : January 18, 2013

ORDER TIME : 3:20 PM

ORDER NO. : 501483-025

CUSTOMER NO: 7838492

ARTICLES OF MERGER

VBBEAUTY, INC.

INTO

VBBEAUTY, INC.

*FILE
3/20/13
X4949*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known, applicable)
<u>VBBBeauty Inc.</u>	<u>Florida</u>	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known, applicable)
<u>VBBBeauty, Inc.</u>	<u>New York</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.

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13 JAN 22 PM 12:16

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 1/22/2013

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 1/22/2013

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)

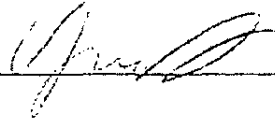
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

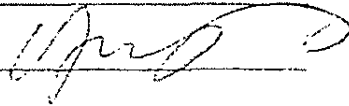
VBBBeauty Inc.



Yvonne von Berg, CEO

(Florida corporation)

VBBBeauty, Inc.



Yvonne von Berg, CEO

(New York corporation)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is made this 22nd day of January 2013 by and between VBBEAUTY INC., a Florida corporation ("VBBEAUTY-FL"), and VBBEAUTY INC., a New York corporation ("VBBEAUTY-NY"). VBBEAUTY-FL and VBBEAUTY-NY are hereinafter sometimes collectively referred to as the "Constituent Corporations."

RECITALS

A. VBBEAUTY-NY was incorporated under the laws of the State of New York on May 17, 2011. VBBEAUTY-NY's current authorized capital stock consists of 100,000 shares of common stock ("VBBEAUTY-NY Common Stock"), of which 70,000 shares are issued and outstanding.

B. VBBEAUTY-FL shall be incorporated under the laws of the State of Florida on January 22, 2013. Its authorized capital stock consists of 200,000,000 shares of Common Stock ("VBBEAUTY-FL Common Stock"), of which 70,000 shares are issued and outstanding.

C. The respective Boards of Directors of VBBEAUTY-FL and VBBEAUTY-NY deem it advisable and to the advantage of each of the Constituent Corporations that ROC- NEW YORK merge with and into ROC- FLORIDA (the "Merger") upon the terms and subject to the conditions set forth in this Merger Agreement for the purpose of effecting a change of the state of incorporation of VBBEAUTY-NY from New York to Florida.

D. The Boards of Directors and shareholders of each of the Constituent Corporations have approved this Merger Agreement.

NOW, THEREFORE, the parties do hereby adopt the plan of reorganization set forth in this Merger Agreement and do hereby agree that VBBEAUTY-NY shall merge with and into VBBEAUTY-FL on the following terms, conditions and other provisions:

1. **MERGER AND EFFECTIVE TIME.** At the Effective Time (as defined below), VBBEAUTY-NY shall be merged with and into VBBEAUTY-FL (the "Merger"), and VBBEAUTY-FL shall be the surviving corporation of the Merger (the "Surviving Corporation"). The Merger shall become effective upon the close of business on the date when a duly executed copy of Articles of Merger, or such similar required document, this Merger Agreement, and all other required certificates, is filed with the Secretary of States of each of the State of New York and the State of Florida, as applicable (the "Effective Time").

2. **EFFECT OF MERGER.** At the Effective Time, the separate corporate existence of VBBEAUTY-NY shall cease; the corporate identity, existence, powers, rights and immunities of VBBEAUTY-FL as the Surviving Corporation shall continue unimpaired by the Merger; and VBBEAUTY-FL shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of VBBEAUTY-NY, all without further act or deed. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation.

3. **GOVERNING DOCUMENTS.** At the Effective Time, the Articles of Incorporation of VBBEAUTY-FL in effect immediately prior to the Effective Time shall become the Articles of Incorporation of the Surviving Corporation and the By-Laws of VBBEAUTY-FL in effect immediately prior to the Effective Time shall become the By-Laws of the Surviving Corporation.

4. **DIRECTORS, OFFICERS AND COMMITTEES OF THE BOARD.** At the Effective Time, the directors, officers and committee members of VBBEAUTY-FL shall be and become the directors, officers and committee members (holding the same titles and positions) of the Surviving Corporation and after the Effective Time shall serve in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation.

5. **CONVERSION OF SHARES OF VBBEAUTY-NY.** Subject to the terms and conditions of this Agreement, at the Effective Time, each share of VBBEAUTY-NY Common Stock outstanding immediately prior thereto shall be automatically changed and converted into one fully paid and nonassessable, issued and outstanding share of VBBEAUTY-FL Common Stock.

6. **CANCELLATION OF SHARES OF VBBEAUTY-NY.** At the Effective Time, all of the previously issued and outstanding shares of VBBEAUTY-NY Common Stock that were issued and outstanding immediately prior to the Effective Time shall be automatically retired and canceled.

7. **STOCK CERTIFICATES.** At and after the Effective Time, all of the outstanding certificates that, prior to that date, represented shares of VBBEAUTY-NY Common Stock shall be deemed for all purposes to evidence ownership of and to represent the number of shares of VBBEAUTY-FL Common Stock into which such shares of VBBEAUTY-NY Common Stock are converted as provided herein. The registered owner on the books and records of VBBEAUTY-NY of any outstanding stock certificates evidencing shares of VBBEAUTY-NY Common Stock shall, until such certificates shall have been surrendered for transfer or otherwise accounted for to VBBEAUTY-FL or its transfer agent, be entitled to exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the shares of VBBEAUTY-FL Common Stock evidenced by such outstanding certificates as above provided.

8. **EXCHANGE OF CERTIFICATES.** As soon as practicable after the Effective Time, VBBEAUTY-FL shall deliver to each holder of VBBEAUTY-NY Common Stock appropriate transmittal forms by which holders of certificates representing VBBEAUTY-NY Common Stock may exchange such certificates for certificates representing a like number of shares of VBBEAUTY-FL Common Stock.

9. **FURTHER ASSURANCES.** From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of VBBEAUTY-NY such deeds, assignments and other instruments, and there shall be taken or caused to be taken by it all such further action as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of VBBEAUTY-NY, and otherwise to carry out the purposes of this Merger Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name of and on behalf of

VBBEAUTY-NY, or otherwise, to take any and all such actions and to execute and deliver any and all such deeds and other instruments as may be necessary or appropriate to accomplish the foregoing.

10. **CONDITION.** The consummation of the Merger is subject to the approval of this Merger Agreement and the Merger contemplated hereby by the holders of a majority of the outstanding shares of VBBEAUTY-NY Common Stock prior to or at the Effective Time.

11. **ABANDONMENT.** At any time before the Effective Time, this Merger Agreement may be terminated and the Merger abandoned by the Board of Directors of VBBEAUTY-NY or VBBEAUTY-FL, notwithstanding approval of this Merger Agreement by the Board of Directors and shareholders of VBBEAUTY-NY and the Board of Directors of VBBEAUTY-FL.

12. **AMENDMENT.** At any time before the Effective Time, this Merger Agreement may be amended, modified or supplemented by the Boards of Directors of the Constituent Corporations, notwithstanding approval of this Merger Agreement by the shareholders of VBBEAUTY-NY; provided, however, that any amendment made subsequent to the adoption of this Agreement by the shareholders of VBBEAUTY-NY or the sole holder of shares of VBBEAUTY-FL Common Stock shall not: (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or upon conversion of any shares of any class or series of VBBEAUTY-NY; (ii) alter or change any of the terms of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger; or (iii) alter or change any of the terms or conditions of this Merger Agreement if such alteration or change would adversely affect the holders of any shares of any class or series of VBBEAUTY-NY.

13. **TAX-FREE REORGANIZATION.** The Merger is intended to be a tax-free plan of reorganization within the meaning of Section 368(a)(1)(F) and/or Section 368(a)(1)(A) of the Code, as applicable so that whichever provision shall apply that provides the most easily administrable and tax-advantaged treatment of the Constituent Corporations and their respective shareholders.

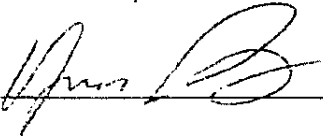
14. **GOVERNING LAW.** This Agreement shall be governed by and construed under the internal laws of the State of Florida, without reference to the principles of conflicts of law or choice of laws, except to the extent that the laws of the State of New York would apply in matters relating to the internal affairs of VBBEAUTY-NY and the Merger.

15. **COUNTERPARTS.** In order to facilitate the filing and recording of this Merger Agreement, it may be executed in any number of counterparts, each of which shall be deemed to be an original.

[Signature Page Immediately Follows]

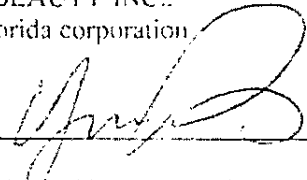
IN WITNESS WHEREOF, this Merger Agreement is hereby executed on behalf of each of the Constituent Corporations and attested by their respective officers hereunto duly authorized as of the date first written above.

VBBEAUTY INC.,
a New York corporation

By:  _____

Name: Yvonne von Berg
Its: Chief Executive Officer
Date: January 22, 2013

VBBEAUTY INC.,
a Florida corporation

By:  _____

Name: Yvonne von Berg
Its: Chief Executive Officer
Date: January 22, 2013