

P29311

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
SAPPORO U.S.A., INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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5/9/2011

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SAPPORO U.S.A., INC.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

(Contact Person)

(Firm/Company)

(Address)

(City/State and Zip Code)

For further information concerning this matter, please call:

(Name of Contact Person)

At (_____) _____

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SAPPORO U.S.A., INC.</u>	<u>NEW YORK</u>	<u>P29311</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>UNIBREW U.S.A., INC.</u>	<u>FLORIDA</u>	<u>P94000047739</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.

OR 06 / 01 / 11 (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 04/28/2011

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

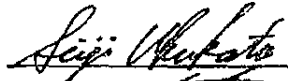
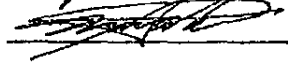
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 04/28/2011

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)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleSAPPORO U.S.A., INC.Seiji Ubukata, PresidentUNIBREW U.S.A., INC.Shinichi Sato, Vice President

PLAN OF MERGER
between
UNIBREW U.S.A., INC.
(a Florida corporation)
and
SAPPORO U.S.A., INC.
(a New York corporation)

PLAN OF MERGER adopted by the Board of Directors of Sapporo U.S.A., Inc. on April 28, 2011.

1. Sapporo U.S.A., Inc., which is a business corporation incorporated under the laws of the State of New York and is the owner of all of the outstanding shares of Unibrew U.S.A., Inc., which is a business corporation incorporated under the laws of the State of Florida, hereby merges Unibrew U.S.A., Inc. into Sapporo U.S.A., Inc., effective as of June 1, 2011 (the "effective date"), pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Business Corporation Law of the State of New York, respectively.

2. The number of outstanding shares of Unibrew U.S.A., Inc. is five hundred (500) shares, all of which are of one class, and all of which are owned by Sapporo U.S.A., Inc.

3. The separate existence of Unibrew U.S.A., Inc. shall cease upon the effective date of the merger pursuant to the provisions of the laws of the jurisdiction of its incorporation; and Sapporo U.S.A., Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Business Corporation Law of the State of New York.

4. The issued shares of Unibrew U.S.A., Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

5. The Board of Directors and the proper officers of Unibrew U.S.A., Inc. and of Sapporo U.S.A., Inc., respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties hereto.

Dated: April 28, 2011

SAPPORO U.S.A., INC.

By: Seiji Obukata

Name: Seiji Obukata

Title: President

UNIBREW U.S.A., INC.

By: Shinichi Sato

Name: Shinichi Sato

Title: Vice President