

2/7/2014

Division of Corporations

P95000028526

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000031454 3)))



H140000314543ABCW

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.**

To:

Division of Corporations
Fax Number : (850) 617-6380

Eff. 02-10-14

From:

Account Name : HILL WARD HENDERSON
Account Number : 072100000520
Phone : (813) 221-3900
Fax Number : (813) 221-2900

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE

DeMert Brands, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

RECEIVED

14 FEB -7 PM 4:34

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
14 FEB -7 PM 4:55
TALLAHASSEE, FLORIDA

Mergers

02/10/14 DC

(((H14000031454 3)))

ARTICLES OF MERGER AND PLAN OF MERGER

OF

CUSTOM NAILS/MANICURE PLUS, INC.

INTO

DEMERT BRANDS, INC. *Eff: 2-10-14*

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), DEMERT BRANDS, INC., a Florida corporation ("DeMert"), and CUSTOM NAILS/MANICURE PLUS, INC., a Florida corporation ("Custom Nails"), approve and submit the following Articles of Merger and Plan of Merger to effectuate a merger of Custom Nails into DeMert (the "Merger"):

ARTICLE I.
PLAN OF MERGER

The Plan of Merger of Custom Nails into DeMert is as follows:

1.1 Parties to the Merger. The name and jurisdiction of formation of each of the constituent entities to the Merger are as follows:

Constituent Entity	Jurisdiction of Formation	Document No.
DeMert Brands, Inc.	Florida	P95000028526
Custom Nails/Custom Nails Plus, Inc.	Florida	P95000066451

1.2 Surviving Corporation. Custom Nails shall be merged into DeMert, with DeMert being the Surviving Corporation (the "Surviving Corporation").

1.3 Effective Time. The Merger shall become effective at the Effective Time specified in Article II.

1.4 Effect of the Merger. At the Effective Time:

(a) The separate corporate existence of Custom Nails shall cease and the corporate existence of DeMert shall continue as the Surviving Corporation.

(b) The title to all real estate and other property, or any interest therein, owned by Custom Nails or DeMert will be vested in the Surviving Corporation without reversion or impairment.

(((H14000031454 3)))

FILED
14 FEB - 7 PM 4:55
RECORDED FOR STATE
TALLAHASSEE, FLORIDA

(((H14000031454 3)))

(c) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of Custom Nails and DeMert.

(d) Any claim existing or action or proceeding pending by or against DeMert may be continued as if the Merger did not occur.

(e) The Surviving Corporation may be substituted in any claim existing, or action or proceeding pending, by or against Custom Nails.

(f) Neither the rights of creditors nor any liens upon the property of Custom Nails or DeMert shall be impaired by the Merger.

(g) The Articles of Incorporation and Bylaws of DeMert in effect immediately prior to the effectiveness of the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation after the Merger.

(h) The shares (and the rights to acquire shares, obligations, or other securities) of each corporation party to the Merger that are to be converted into shares, rights, obligations, or other securities of the Surviving Corporation or any other corporation or into cash or other property, are converted, and the former holders of the shares are entitled only to the rights provided in Section 1.5 of these Articles of Merger and Plan of Merger or to their rights under Section 607.1302 of the FBCA.

1.5 Effect on Equity.

(a) Each share of the capital stock of Custom Nails ("*Custom Nails Stock*") that is issued and outstanding immediately prior to the Effective Time shall no longer be outstanding, shall be canceled and retired, and shall cease to exist, and each holder of Custom Nails Stock shall cease to have any rights with respect thereto. From and after the Effective Time, each certificate previously evidencing ownership of Custom Nails Stock shall be null and void. Each share of Custom Nails Stock issued and outstanding immediately prior to the Effective Time shall, as of the Effective Time, by virtue of the Merger and without further action on the part of the holders of Custom Nails Stock, be converted into and become one share of common stock of the Surviving Corporation ("*Surviving Stock*"); provided, however, that, each holder of Custom Nails Stock who immediately prior to the Effective Time held a number of shares of Custom Nails Stock corresponding to less than ten percent (10%) of the total number of shares of Custom Nails Stock issued and outstanding at such time, shall not receive any shares of Surviving Stock and shall, in lieu thereof, receive an amount of cash determined by DeMert and Custom Nails.

(b) Any shares of capital stock of DeMert issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding, shall be unaffected by the Merger and shall continue to be owned by the persons holding such shares immediately prior to the Effective Time.

(((H14000031454 3)))

(((H14000031454 3)))

1.6 Tax Consequences. Both parties to the Merger are characterized as "S corporations" for federal and state income tax purposes. These Articles of Merger and Plan of Merger are intended to serve as a Plan of Reorganization for purposes of federal and state tax laws. The parties intend that the Merger will be treated as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

ARTICLE II. EFFECTIVE DATE AND TIME OF THE MERGER

The effective date and time of the Merger shall be 12:05 a.m. Eastern Time on February 10, 2014 (the "*Effective Time*").

ARTICLE III SHAREHOLDER APPROVAL

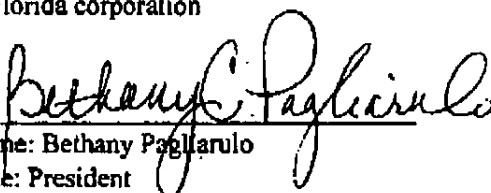
In accordance with the provisions of the FBCA, the Plan of Merger was approved as of February 7, 2014 by the shareholders of Custom Nails. Approval by the shareholder of DeMert was not required.

(((H14000031454 3)))

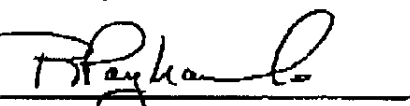
(((H14000031454 3)))

IN WITNESS WHEREOF, these Articles of Merger and Plan of Merger have been executed in accordance with the requirements of the FBCA by the parties as of the 7th day of February, 2014.

CUSTOM NAILS/MANICURE PLUS, INC.,
a Florida corporation

By: 
Name: Bethany Pagliarulo
Title: President

DEMERT BRANDS, INC.
a Florida corporation

By: 
Name: Rocca Pagliarulo
Title: President

(((H14000031454 3)))