

P95000036999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RENATO BISAZZA, INC., a Delaware corporation not qualified in Florida

INTO

RBI ACQUISITION CORPORATION which changed its name to

RENATO BISAZZA, INC., a Florida corporation, P95000036999.

File date: June 22, 1995

Corporate Specialist: Velma Shepard

P95000036999

MACIA & MACIA

848 BRICKELL AVENUE
SUITE 601
MIAMI, FLORIDA 33131

13051 372-1888
FAX 13051 372-8901

FILED
95 JUN 22 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 16, 1995

VIA COURIER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800001521178
-06/22/95--01097--009
*****70.00 *****70.00

Re: Merger of RBI Acquisition Corporation, a Florida Corporation

Dear Sirs:

With respect to the merger of Renato Bisazza, Inc., a Delaware corporation, into RBI Acquisition Corporation, a Florida corporation, I enclose the following:

- (1) Original Articles of Merger (with attached copy of Plan and Agreement of Merger)
- (2) Copy of Articles of Merger (with attached copy of Plan and Agreement of Merger), to be stamped and returned to me
- (3) Check in the amount of \$70.00 for filing fees

Thank you for your attention to this matter.

Sincerely yours,


Alberto A. Macia

Merger & N/C
6/29
EB

**ARTICLES OF MERGER
OF
RENATO BISAZZA, INC.
INTO
RBI ACQUISITION CORPORATION**

FILED
95 JUN 22 PM 2:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, Renato Bisazza, Inc., a Delaware corporation, and RBI Acquisition Corporation, a Florida corporation, hereby adopt these Articles of Merger pursuant to which Renato Bisazza, Inc., shall be merged with and into RBI Acquisition Corporation (the "Merger"):

1. The name of the merging corporation is Renato Bisazza, Inc. (the "Merging Corporation").
The name of the surviving corporation is RBI Acquisition Corporation (the "Surviving Corporation").

2. The Articles of Incorporation of the Surviving Corporation shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, except that Article 1 of said Articles of Incorporation shall be amended and restated in its entirety to read as follows:

"The name of the Corporation is Renato Bisazza, Inc."

3. A copy of the Plan and Agreement of Merger, executed May 17, 1995, by and between the Merging Corporation and the Surviving Corporation (the "Plan of Merger"), is attached hereto and incorporated herein by reference.

4. The Merger shall become effective on the date and time these Articles of Merger are filed with the Secretary of State of the State of Florida.

5. The Plan of Merger was adopted on May 17, 1995, by the Board of Directors of the Merging Corporation, and was approved on May 17, 1995, by the Shareholders of the Merging Corporation entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by the Delaware General Corporation Law.

6. The Plan of Merger was adopted on May 17, 1995, by the Board of Directors of the Surviving Corporation, and was approved on May 17, 1995, by the Shareholders of the Surviving Corporation entitled to vote thereon by unanimous written consent without a meeting in the manner

prescribed by the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed this 19th day of May 1995.

RBI Acquisition Corporation

By: 

Giampiero Bisazza,
President

ATTEST



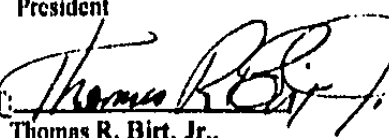
Thomas R. Birt, Jr.,
Secretary,
RBI Acquisition Corporation

Renato Bisazza, Inc.

By: 

Renato Bisazza,
President

ATTEST



Thomas R. Birt, Jr.,
Secretary,
Renato Bisazza, Inc.

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (the "Agreement") between RBI Acquisition Corporation, a Florida corporation ("RBI"), and Renato Bisazza, Inc., a Delaware corporation ("Bisazza"), is entered into this 17th day of May 1995.

WITNESSETH:

WHEREAS, the Board of Directors of RBI and the Board of Directors of Bisazza deem it advisable and in the best interests of their respective corporations and their respective shareholders to have Bisazza merge with and into RBI pursuant to this Agreement and the applicable laws of the State of Florida and the State of Delaware (the "Merger"); and

WHEREAS, the Board of Directors of each corporation and the Shareholders of each corporation approve this Agreement and the Merger contemplated hereby;

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants, and agreements herein contained, agree as follows:

ARTICLE I THE MERGER

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the laws of the State of Florida and the State of Delaware, Bisazza shall merge with and into RBI, with RBI being the corporation surviving the Merger (the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Florida.

ARTICLE II EFFECTIVE DATE

Articles of Merger, executed in accordance with the laws of the State of Florida, shall be filed with the Secretary of State of the State of Florida, and a Certificate of Merger, executed in accordance with the laws of the State of Delaware, shall be filed with the Secretary of State of the State of Delaware and a copy shall be recorded in the Office of the Recorder of the County of New Castle, Delaware. The Merger shall become effective on the date and time the Articles of Merger are filed with the Secretary of State of

the State of Florida (the "Effective Date").

ARTICLE III
CERTAIN RESULTS OF THE MERGER

3.1 Succession by Surviving Corporation. Upon the Merger becoming effective:

(a) RBI and Bisazza shall become and be a single corporation, with RBI as the Surviving Corporation, and the separate corporate existence of Bisazza shall cease.

(b) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers, and authority of RBI shall continue in effect and be unimpaired by the Merger.

(c) RBI shall, in addition to all rights, privileges, immunities, powers, authorities, franchises, assets, and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, immunities, powers, authorities, franchises, assets, and properties, whether real, personal, or mixed, whether tangible or intangible, and whether of a public or a private nature, of Bisazza, and such rights, privileges, immunities, powers, authorities, franchises, assets, and properties shall be vested in it without further act or deed.

(d) All rights of creditors and all liens upon, or security interests in, any property of RBI and Bisazza shall be preserved unimpaired. RBI, as the Surviving Corporation, shall be subject to all of the restrictions, disabilities, and duties existing prior to the Merger with respect either to it or Bisazza, and all of the debts, liabilities, and obligations of Bisazza shall thereafter attach to and be assumed by the Surviving Corporation, RBI, to the same extent as if said debts, liabilities, and obligations had originally been incurred or contracted by it. Provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement, or other instrument executed or assumed prior to the Merger.

3.2 Articles of Incorporation, Bylaws, and Officers and Directors of Surviving Corporation.

Upon the Merger becoming effective:

(a) The Articles of Incorporation of RBI shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation. Provided, however, that Article 1 of said Articles of

Incorporation shall be amended and restated in its entirety to read as follows:

"The name of the Corporation is Renato Bisazza, Inc."

(b) The Bylaws of RBI in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, by the Articles of Incorporation of the Surviving Corporation, and by said Bylaws.

(c) The Officers and Directors of RBI immediately prior to the Merger becoming effective shall continue as the Officers and Directors of the Surviving Corporation for the full unexpired terms of their respective offices and until their respective successors have been duly elected or appointed and qualified.

ARTICLE IV

CONVERSION AND EXCHANGE OF SHARES

4.1 RBI Shares. Each share of common stock, par value \$.01 per share, of RBI issued and outstanding prior to the effective date of the Merger shall be cancelled.

4.2 Bisazza Shares. Upon the Effective Date of the Merger, each share of common stock, par value \$1.00 per share, of Bisazza issued and outstanding prior to the effective date of the Merger shall, by virtue of the Merger and without further act by the holder thereof, be converted into one share of common stock, par value \$.01 per share, of the Surviving Corporation.

ARTICLE V

MISCELLANEOUS

5.1 Amendment. This Agreement shall not be amended or modified except by an instrument in writing signed by or on behalf of the parties hereto.

5.2 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Agreement.

5.3 Governing Law. This Agreement shall be governed in all respects, including its validity, interpretation, and effect, by the laws of the State of Florida, without regard to conflict of laws principles thereof.

5.4 Assignment. This Agreement and all of its provisions shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

5.5 Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part thereof.

5.6 Entire Agreement. This Agreement, including any documents referred to herein which form a part hereof, contains the entire agreement and understanding of the parties hereto in respect of the subject matter contained herein. There are no restrictions, promises, warrants, covenants, or undertakings other than those expressly set forth herein. This Agreement supersedes all prior agreements and understandings between the parties with respect to the subject matter of this Agreement.

5.7 Service of Process. The Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any Shareholder as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware is: 8032 N.W. 66th Street, Miami, Florida 33166.

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been executed this 17th day of May 1995.

RBI Acquisition Corporation

By: 

Giampiero Bisazza,
President

ATTEST: 

Thomas R. Birt, Jr.,
Secretary,
RBI Acquisition Corporation

Renato Bisazza, Inc.

By: 

Renato Bisazza,
President

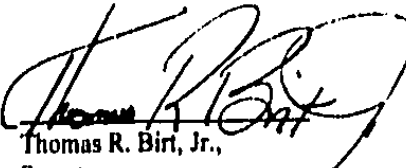
ATTEST: 

Thomas R. Birt, Jr.,
Secretary,
Renato Bisazza, Inc.

**CERTIFICATE OF THE SECRETARY
OF
RBI ACQUISITION CORPORATION**

I, Thomas R. Birt, Jr., as Secretary of RBI Acquisition Corporation (the "Corporation"), hereby certify on behalf of the Corporation that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by the President of the Corporation, was duly adopted on May 17, 1995 by the unanimous written consent of the Board of Directors of the Corporation, and then was duly approved on May 17, 1995 by the unanimous written consent of all of the Shareholders of the Corporation.

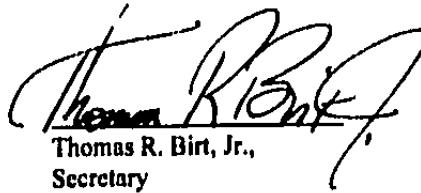
DATED THIS 17TH DAY OF MAY 1995.


Thomas R. Birt, Jr.,
Secretary

**CERTIFICATE OF THE SECRETARY
OF
RENATO BISAZZA, INC.**

I, Thomas R. Birt, Jr., as Secretary of Renato Bisazza, Inc. (the "Corporation"), hereby certify on behalf of the Corporation that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the Corporation by the President of the Corporation, was duly adopted on May 17, 1995 by the unanimous written consent of the Board of Directors of the Corporation, and then was duly approved on May 17, 1995 by the unanimous written consent of all of the Shareholders of the Corporation.

DATED THIS 17TH DAY OF MAY 1995.


Thomas R. Birt, Jr.,
Secretary

P95000036999

LAW OFFICES
MACIA & MACIA

848 BRICKELL AVENUE
SUITE 601
MIAMI FLORIDA 33131

TEL (305) 372-1861
FAX (305) 372-5001

May 5, 1995

VIA COURIER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: RBI Acquisition Corporation

Dear Sirs:

500001479505
-05/08/95--01137--006
*****122.50 *****122.50

Enclosed is the original and one copy of the Articles of Incorporation of RBI Acquisition Corporation. Also enclosed is a check in the amount of \$122.50 payable to the Department of State. Please send me a certified copy of the Articles of Incorporation as soon as possible.

Thank you for your attention to this matter.

Sincerely,


Alberto A. Macia

H2 5/10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 8 PM 1:53

**ARTICLES OF INCORPORATION
OF
RBI ACQUISITION CORPORATION**

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DIVISION OF CORPORATIONS
95 MAY -8 PM 1:53

ARTICLE 1. NAME

The name of the Corporation is RBI Acquisition Corporation.

ARTICLE 2. ADDRESS

The address of the principal office of the Corporation, and the mailing address of the Corporation, is 8032 N.W. 66th Street, Miami, Florida 33166.

ARTICLE 3. COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Department of State.

ARTICLE 4. PURPOSE

The Corporation is organized for the purpose of engaging in and transacting any and all lawful business.

ARTICLE 5. AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock. Said shares shall be of a single class and shall have a par value of one cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share issued. Said consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, and promises to perform services evidenced by a written contract, and shall have a value, in the judgment of the Directors, equivalent to or greater than the par value of the shares issued.

ARTICLE 6. PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any shares of any class that the Corporation may issue or sell, whether or not exchangeable for any shares of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any shares of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any of its shares of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms, and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE 7. SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Giampiero Bisazza	50
Marco Bisazza	50

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to the Corporation or to the remaining Shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among

the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE 8. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation, and the name of the initial Registered Agent of the Corporation at that office, is:

<u>Name</u>	<u>Address</u>
Alberto A. Maciá	848 Brickell Avenue Suite 601 Miami, Florida 33131

ARTICLE 9. INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of two (2) persons. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but the number of Directors shall never be less than one (1). The name and address of each initial Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Thomas R. Birt, Jr.	8032 N.W. 66th Street Miami, Florida 33166
Giampiero Bisazza	8032 N.W. 66th Street Miami, Florida 33166

ARTICLE 10. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

<u>Name</u>	<u>Address</u>
Alberto A. Maciá	848 Brickell Avenue Suite 601 Miami, Florida 33131

ARTICLE 11. BYLAWS

The power to adopt, alter, amend, and repeal the Bylaws of the Corporation shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 12. INDEMNIFICATION

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent permitted by law, including but not limited to Section 607.0850 of the Florida Statutes.

ARTICLE 13. AMENDMENT

The Corporation reserves to its Shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation, including any provisions that now or hereafter confer any rights upon the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator, Alberto A. Maciá, has executed these Articles of Incorporation on this 5th day of May 1995.



Alberto A. Maciá,
Incorporator

**ACCEPTANCE OF DESIGNATION
AS
REGISTERED AGENT**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -8 PM 1:53**

I, Alberto A. Maciá, having been designated as Registered Agent for the Corporation and to accept service of process for the Corporation at the address designated in Article 8, hereby accept the appointment as Registered Agent and agree to act in that capacity. I am familiar with, and accept, the obligations of my position as Registered Agent, and I agree to comply with all laws relating to the proper and complete performance of my duties as Registered Agent.

Dated this 5th day of May 1995.



Alberto A. Maciá,
Registered Agent