

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DIAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED  
97 APR 21 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

500002149605--9  
-04/21/97--01076--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FIFTH AVENUE FRAGRANCES, inc Merger  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

P95000093116

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FIFTH AVENUE FRAGRANCES, INC., a Florida corporation P95000093116

INTO

**FIFTH AVENUE FRAGRANCES, INC.,** an Out of the Country corporation not  
qualified in Florida.

File date: April 21, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER OF  
DOMESTIC AND FOREIGN CORPORATIONS**

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TALLAHASSEE, FLORIDA

Pursuant to FSA §607.1105, the corporations described herein desiring to effect a merger, set forth the following facts:

**ARTICLE I**

The names of the corporations and the jurisdictions under which they are organized are, respectively:

<u>Name of Corporation</u>	<u>Jurisdiction of Incorporation</u>
Fifth Avenue Fragrances, Inc.	Florida
Fifth Avenue Fragrances, Inc.	Territory of the British Virgin Islands

**ARTICLE II**

The laws of the British Virgin Islands under which the surviving foreign corporation is organized permit such merger.

**ARTICLE III**

The name of the corporation surviving the merger is Fifth Avenue Fragrances, Inc., a British Virgin Island association.

**ARTICLE IV**

4.1 The surviving corporation is a foreign corporation incorporated under the laws of the British Virgin Islands on April 3, 1997.

4.2 The surviving corporation is not qualified to do business within the State of Florida.

**ARTICLE V**

5.1 The name of the nonsurviving corporation is Fifth Avenue Fragrances, Inc., a Florida corporation.

5.2 The state of domicile of the nonsurviving corporation is Florida.

5.3 The date of incorporation of the nonsurviving corporation is December 7, 1995

#### **ARTICLE VI**

The Plan of Merger, containing the information required by FSA S(607.1101 [MERGER]) is set forth in Exhibit "A", which is attached hereto and made a part hereof.

#### **ARTICLE VII**

The manner of adoption and vote of the surviving corporation was as follows:

The merger was approved by the shareholders on April 17, 1997. The number of votes cast for the merger was sufficient for approval.

#### **ARTICLE VIII**

The manner of adoption and vote of the nonsurviving corporation was as follows:

The merger was approved by the shareholders on April 16, 1997. The number of votes cast for the merger was sufficient for approval.

#### **ARTICLE IX**

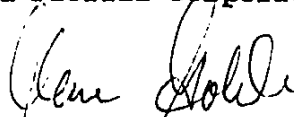
Pursuant to the Plan of Merger, all issued and outstanding shares of the Merged Corporation will be acquired by means of a merger of the Merged Corporation into the Surviving Corporation.

#### **ARTICLE X**

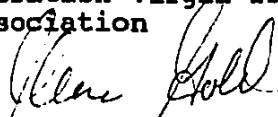
These Articles of Merger will be effective upon filing.

**SIGNATURE PAGE FOR  
ARTICLES OF MERGER OF  
DOMESTIC AND FOREIGN CORPORATIONS**

FIFTH AVENUE FRAGRANCES, INC.,  
a Florida corporation

  
\_\_\_\_\_  
Ilene Goldman, President

FIFTH AVENUE FRAGRANCES  
a British Virgin Island  
association

  
\_\_\_\_\_  
Ilene Goldman, President

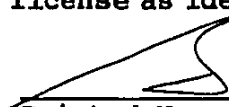
STATE OF FLORIDA     )  
COUNTY OF Palm Beach )

The foregoing instrument was acknowledged before me this 16<sup>th</sup>  
day of April, 1997, by Ilene Goldman, as President of FIFTH  
AVENUE FRAGRANCES, INC., a Florida corporation, on behalf of the  
corporation. He/she is personally known to me or has produced a  
\_\_\_\_\_  
driver's license as identification and did/did  
not take an oath.

My Commission Expires:



Gregory J. Ritter  
MY COMMISSION # CC489783 EXPIRES  
October 8, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

  
\_\_\_\_\_  
Printed Name: GREGORY J. RITTER  
Title: NOTARY PUBLIC

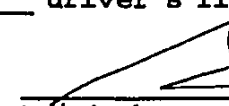
STATE OF FLORIDA     )  
COUNTY OF Palm Beach )

The foregoing instrument was acknowledged before me this 16<sup>th</sup>  
day of April, 1997, by Ilene Goldman, as President of FIFTH  
AVENUE FRAGRANCES, a British Virgin Island association, on behalf  
of the association. He/she is personally known to me or has  
produced a \_\_\_\_\_  
driver's license as identification  
and did/did not take an oath.

My Commission Expires:



Gregory J. Ritter  
MY COMMISSION # CC489783 EXPIRES  
October 8, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

  
\_\_\_\_\_  
Printed Name: GREGORY J. RITTER  
Title: NOTARY PUBLIC

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made as of the 16th day of April, 1997, by and between FIFTH AVENUE FRAGRANCES, INC. (hereinafter referred to as the "Surviving Corporation"), a corporation organized and existing under the laws of the British Virgin Islands, and FIFTH AVENUE FRAGRANCES, INC., (hereinafter referred to as the "Merged Corporation"), a corporation organized and existing under the laws of the State of Florida. The Surviving Corporation and Merged Corporation are sometimes hereinafter collectively referred to as the "Constituent Corporations".

### R E C I T A L S

The respective stockholders and directors of the Constituent Corporations deem it desirable and to the advantage, welfare and best interest of the Constituent Corporations to merge the Merged Corporation with and into the Surviving Corporation in order to combine the assets and business of the Constituent Corporations and to achieve a more efficient operation having greater resources in the conduct of their business, pursuant to the applicable laws governing the operation of the Constituent Corporations.

THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Constituent Corporations have agreed and do hereby agree to merge upon the terms and conditions below stated:

1. Recitals. The recitals stated above are true and correct.
2. Agreement to Merge. The Constituent Corporations agree that the Merged Corporation shall be merged into the Surviving Corporation.
3. Name. The name of the Surviving Corporation shall be Fifth Avenue Fragrances, Inc., a British Virgin Islands association.
4. Articles of Incorporation. The Articles of Association and Memorandum of Association of the Surviving Corporation shall, without any changes, continue to be the Articles of Association and

Memorandum of Association of the Surviving Corporation from and after the "Effective Date" (as hereinafter defined) until further amended as permitted by law. No amendment to the Articles of Association and Memorandum of Association of the Surviving Corporation is to be effected as part of this Agreement.

5. Bylaws of the Surviving Corporation. The Bylaws of the Surviving Corporation shall continue to be the Bylaws of the Surviving Corporation.

6. Principal Office. The principal office of the Surviving Corporation shall be located at the offices of ATC Trustess (BVI), Limited, 2nd Floor, Abbott Building, Road Town, Tortola, British Virgin Islands.

7. Purpose of Surviving Corporation. The purposes of Surviving Corporation are to engage in any act or activity that is not prohibited under any law, for the time being, within the British Virgin Islands.

8. Authorized Shares. The present number of shares which the Merged Corporation is authorized to issue is One Hundred (100) shares of common stock, par value One Dollar (\$1.00) per share. The present number of shares which the Surviving Corporation is authorized to issue is Fifty Thousand (50,000) shares of capital stock, par value One U.S. Dollar (\$1.00 US) per share.

9. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of the Merged Corporation's common stock that shall be issued and outstanding at that time, shall without more, be converted into and exchanged for 100 shares of capital stock of the Surviving Corporation in

accordance with this Plan. Each share of the Surviving Corporation's capital stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's capital stock.

10. Satisfaction of Rights of Merged Corporation's Shareholders. All shares of the Surviving Corporation's stock into which shares of Merged Corporation's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

11. Directors and Officers of the Surviving Corporation. The present officers and directors of the Surviving Corporation shall continue as such until their successors are duly elected or designated after the Effective Date.

12. Surrender of Shares of Merged Corporation. Each shareholder of the Merged Corporation shall surrender his certificate or certificates to the Merged Corporation on the Effective Date.

13. Tax Free Exchange. It is the intention of the Constituent Corporations that the merger contemplated by this Agreement be a tax free reorganization under the Internal Revenue Code of 1986, as amended.

14. Debts of Merged Corporation. All debts and liabilities of the Merged Corporation shall be assumed by and merged into the Surviving Corporation as of the Effective Date.

15. Further Instruments. The Merged Corporation shall, from time to time, as and when requested by the Surviving Corporation,



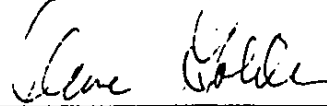
execute and deliver or cause to be executed and delivered to the Surviving Corporation any and all deeds and other instruments and documents and will take or cause to be taken any and all further or other action as the Surviving Corporation may deem necessary or appropriate and shall request in order to convey, vest, perfect or confirm unto the Surviving Corporation title of record or otherwise to and possession of all property rights, privileges, powers and franchises succeeded to by the Surviving Corporation under this Agreement and in order to otherwise carry out the intent and purposes of this Agreement.

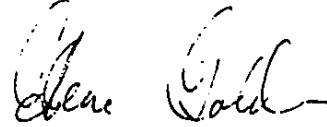
16. Effective Date. Articles of Merger shall be filed with the Department of State of the State of Florida and all fees and taxes thereon shall be paid, and when approved by the Department of State, the merger contemplated by this Agreement shall be effective ("Effective Date").

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be executed by the president and secretary of each of such corporations and their respective corporate seals to be affixed hereto as of the day and year first above written.

**SIGNATURE PAGE FOR**  
**AGREEMENT AND PLAN OF MERGER**


FIFTH AVENUE FRAGRANCES, INC.,  
a Florida corporation

  
\_\_\_\_\_  
Ilene Goldman, President

  
\_\_\_\_\_  
Ilene Goldman, Secretary

**SIGNATURE PAGE FOR**  
**AGREEMENT AND PLAN OF MERGER**

FIFTH AVENUE FRAGRANCES  
a British Virgin Island  
association

  
\_\_\_\_\_  
Ilene Goldman, President