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P96000030044
June 28, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Colorlab Cosmetics Inc. into Rockford Colorlab Cosmetics Inc.

Filing Evidence

- ☒ Plain/Confirmation Copy
☐ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include Articles & Amendments
☐ Fictitious Name Certificate
☐ Other

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

RUSH

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

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA 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 Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

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

FILED
JUN 28 PM 4:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
JUN 28 PM 2:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
INTENDED FOR KNOWLEDGE
BUREAU OF FILING

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-06/28/01--01114--016
*****70.00 *****70.00

COULLETTE JUN 28 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

COLORLAB COSMETICS INC., a Florida corporation, P96000030044

INTO

ROCKFORD COLORLAB COSMETICS INC., an Illinois entity not qualified in
Florida.

File date: June 28, 2001

Corporate Specialist: Cheryl Coulliette

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, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Rockford Colorlab Cosmetics, Inc.

Illinois

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Colorlab Cosmetics, Inc.

Florida

2001 JUN 28 PM 4:34
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TALLAHASSEE, FLORIDA

FILED

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 ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 June 28, 2001

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 28, 2001 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 June 28, 2001

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 28, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

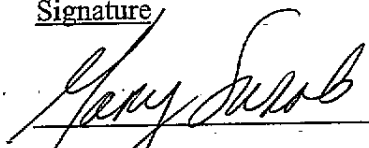
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Rockford Colorlab
Cosmetics, Inc.



Mary Swaab, President

Colorlab Cosmetics, Inc.



Mary Swaab, President

AGREEMENT AND PLAN OF MERGER

merging

COLORLAB COSMETICS, INC.
(a Florida corporation)

into

ROCKFORD COLORLAB COSMETICS, INC.
(an Illinois corporation)

THIS AGREEMENT AND PLAN OF MERGER, dated this 26th day of JUNE, 2001, made by and between COLORLAB COSMETICS, INC., a Florida corporation, (hereinafter sometimes called the "Merging Corporation"), with its principal office in the State of Florida at 1328 NE 13th Avenue, Fort Lauderdale, FL 33304, and with its principal office in the State of Illinois at 1112 5th Avenue, Rockford, IL 61104; and ROCKFORD COLORLAB COSMETICS, INC., an Illinois corporation, (hereinafter sometimes called the "Surviving Corporation"), with its principal office in the State of Illinois at 1112 5th Avenue, Rockford, IL 61104.

WITNESSETH THAT:

WHEREAS, COLORLAB COSMETICS, INC. is a corporation duly organized and existing under the laws of the State of Florida having been incorporated on April 1, 1996 and having an authorized capital stock consisting of 10,000 shares, all of which are of one class without par value of which 516 shares are issued and outstanding.

WHEREAS, ROCKFORD COLORLAB COSMETICS, INC. is a corporation duly organized and existing under the laws of the State of Illinois having been incorporated on JUNE 26, 2001 and having an authorized capital stock consisting of 1,000,000 shares, all of which are of one class without par value of which 1 share is issued and outstanding.

WHEREAS, the Board of Directors of the Surviving Corporation deem it advisable that the Merging Corporation and Surviving Corporation merge and they have duly approved and authorized the form of this Agreement and Plan of Merger; and,

WHEREAS, the laws of the State of Illinois permit such a merger, and both corporations desire to merge under and pursuant to the provisions of the laws of their respective states;

NOW, THEREFORE, in consideration of the premises and of the mutual

agreements and covenants herein contained, it is agreed that COLORLAB COSMETICS, INC. shall be and it is hereby merged into ROCKFORD COLORLAB COSMETICS, INC., which shall be the Surviving Corporation, and the terms and the mode of carrying it into effect are and shall be as follows:

1. The name of the Surviving Corporation is ROCKFORD COLORLAB COSMETICS, INC., an Illinois corporation. The name of the Merging Corporation is COLORLAB COSMETICS, INC., a Florida corporation. The Merging Corporation, by its adoption of this Agreement and Plan of Merger, agrees to merge itself into the Surviving Corporation, and the Surviving Corporation, by its adoption of this Agreement and Plan of Merger, agrees to merge the Merging Corporation into itself. The Surviving Corporation, upon the merger provided for herein, shall be ROCKFORD COLORLAB COSMETICS, INC., an Illinois corporation.
2. This Agreement and Plan of Merger shall be approved and adopted by the Board of Directors of the Surviving Corporation and of the Merging Corporation, and shall, by resolution of the Board of Directors of the Merging Corporation, be submitted to a vote of the shareholders of the Merging Corporation.
3. The effective date of the merger shall be the date filed by the Secretary of State (hereinafter sometimes called the "Effective Date of Merger").
4. Upon the Effective Date of Merger, the Surviving Corporation and the Merging Corporation shall become a single merged corporation which shall be ROCKFORD COLORLAB COSMETICS, INC. existing under and by virtue of the laws of the State of Illinois. Thereafter, the separate operations of the Merging Corporation, shall cease except insofar as otherwise provided by law or as required for carrying out the purposes of this plan of merger.
5. Upon the Effective Date of Merger, each share of stock of COLORLAB COSMETICS, INC. issued and outstanding ipso facto without any action on the part of the holder thereof shall automatically become and be converted into common stock of the Surviving Corporation at the rate of one share of the common stock of the Surviving Corporation for each one share of the common stock of COLORLAB COSMETICS, INC. and each outstanding certificate representing shares of common stock of COLORLAB COSMETICS, INC. shall thereupon be deemed for all corporate purposes to evidence the ownership of the number of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares of common stock of COLORLAB COSMETICS, INC. shall have been so converted.
6. Immediately upon the Effective Date of the Merger, the previously issued and outstanding existing share of ROCKFORD COLORLAB COSMETICS, INC. common stock shall be redeemed for its original purchase price and shall be deemed cancelled.
7. After the Effective Date of the Merger, each holder of an outstanding certificate or certificates theretofore representing stock of COLORLAB COSMETICS, INC. shall surrender

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed this Agreement and Plan of Merger under the corporate seals of their respective corporations as of the day and year first above written.

Merging Corporation:

COLORLAB COSMETICS, INC.

BY: 

Mary Swaab, President

ATTESTED:

BY: 

Jason Buell, Secretary

Surviving Corporation:

ROCKFORD COLORLAB COSMETICS, INC.

BY: 

Mary Swaab, President

ATTESTED:

BY: 

Jason Buell, Secretary

the same to the Surviving Corporation and such holder shall thereupon be entitled to receive in exchange a certificate or certificates representing the number of shares of common stock of the Surviving Corporation into which the shares of stock represented by the certificate or certificates so surrendered shall have been converted.

8. The Articles of Incorporation of ROCKFORD COLORLAB COSMETICS, INC. shall be amended to change its name to COLORLAB COSMETICS, INC..

9. The By-laws of ROCKFORD COLORLAB COSMETICS, INC. shall be the By-laws of the Surviving Corporation and those persons serving as directors and officers of the Merging Corporation prior to the merger shall be directors and officers of the Surviving Corporation.

10. Upon the consummation of the merger, all and singular rights, privileges, powers and franchises of the Merging Corporation both of a public and private nature, all property and assets, real, personal and mixed, of the Merging Corporation, all debts due on whatever account to the Merging Corporation, and all and every other interest of the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation as effectually as they were vested in the Merging Corporation, without further act or deed; and all property, assets, rights, privileges, powers and franchises, and all and every other interest of the Merging Corporation shall be as effectually the property of the Surviving Corporation as they were of the said Merging Corporation, and the title to any and all real estate, vested in the Merging Corporation, shall not be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; provided that all rights of creditors and all liens upon the property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall from and after the Effective Date of Merger attach to the Surviving Corporation and be enforceable against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment as if the merger provided for herein had not taken place and as if the Surviving Corporation had been substituted in its place.

11. Notwithstanding anything herein to the contrary, this Agreement and Plan of Merger may be terminated or abandoned before it is filed, without further action or approval by the shareholders of any of the corporations, by the Board of Directors of either the Merging Corporation or the Surviving Corporation if, in the judgment of such Board, it appears inadvisable to proceed with the merger.