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CORPORATION SVC CO

NO. 059

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P97000048710

Florida Department of State
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MERGER OR SHARE EXCHANGE

DORIS INTERNATIONAL, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 7, 2004

DORIS INTERNATIONAL INC.
7471 LEONARD DE VINCI
MONTREAL, QUEBEC CANADA, H1Z-2G1CA

SUBJECT: DORIS INTERNATIONAL INC.
REF: P97000048710

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PAGE 1, #1 OF THE ARTICLES AND PLAN OF MERGER SHOULD READ AS FOLLOWS:
THE FOLLOWING IS THE PLAN OF MERGER FOR MERGING DORIS INTERNATIONAL INC.
(THE TERMINATING CORPORATION), A DOMESTIC BUSINESS CORPORATION ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH AND INTO DORIS INTERNATIONAL
INC. (THE SURVIVING CORPORATION), A FOREIGN BUSINESS CORPORATION ORGANIZED
UNDER THE LAWS OF THE STATE OF DELAWARE, AS APPROVED AND ADOPTED AT A
MEETING BY THE BOARD OF DIRECTORS OF THE TERMINATING CORPORATION ON
FEBRUARY 3, 2004.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Document Specialist

FAX Aud. #: H04000120481
Letter Number: 404A00038692

ARTICLES OF MERGER

OF

DORIS INTERNATIONAL INC.,
a Florida corporation,

AND

DORIS INTERNATIONAL INC.,
a Delaware corporation

To the Department of State
State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. The following is the Plan of Merger for merging Doris International Inc. (the "Terminating Corporation"), a domestic business corporation organized under the laws of the State of Florida, with and into Doris International Inc. (the "Surviving Corporation"), a foreign business corporation organized under the laws of the State of Delaware, as approved and adopted at a meeting by the Board of Directors of the Terminating Corporation on February 3, 2004:

a. The Terminating Corporation and the Surviving Corporation, shall, pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law be merged within and into a single corporation (the "Merger"), to wit, the Surviving Corporation, which shall be the surviving corporation upon the Effective Time of Merger (as hereinafter defined), and shall continue to exist as said Surviving Corporation under its present name, Doris International Inc., pursuant to the provisions of the laws of the State of Delaware. The separate existence of the Terminating Corporation shall cease at the Effective Date in accordance with the provisions of the Florida Business Corporation Act.

b. The Certificate of Incorporation of the Surviving Corporation upon the Effective Time of Merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said Surviving Corporation, and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

c. The bylaws of the Surviving Corporation as in force and effect upon the Effective Time of Merger in the jurisdiction of its organization shall continue to be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

d. The directors and officers in office of the Surviving Corporation upon the Effective Time of Merger in the jurisdiction of its organization shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

e. From and after the Effective Time of Merger, all of the estate, property, rights, privileges, powers, and franchises of the Terminating Corporation shall become vested in and be held by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Terminating Corporation, and the Surviving Corporation shall assume all of the obligations of the Terminating Corporation.

f. From and after the Effective Time of Merger, the holders of all of said issued and outstanding common stock of the Terminating Corporation shall automatically be and become holders of common stock of the Surviving Corporation upon the basis below specified, whether or not certificates representing said shares are then issued and delivered. Each share of Class A Common Stock, \$.01 par value, of the Terminating Corporation which shall be issued and outstanding immediately prior to Effective Time of Merger shall be converted into one issued and outstanding share of Class A Common Stock, \$.01 par value, of the Surviving Corporation, and each share of Class B Common Stock, \$.01 par value, of the Terminating Corporation which shall be issued and outstanding immediately prior to the Effective Time of Merger shall be converted into one issued and outstanding share of Class B Common Stock, \$.01 par value, of the Surviving Corporation with substantially identical rights, preferences, privileges and limitations.

g. From and after the Effective Time of Merger, the assets and liabilities of the Terminating Corporation and of the Surviving Corporation shall be entered on the books of the Surviving Corporation at the amounts at which they would be carried at such time on the respective books of the Terminating Corporation and of the Surviving Corporation, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the Merger; and, subject to such action as may be taken by the Board of Directors of the Surviving Corporation, in accordance with generally accepted accounting principles, the capital and surplus of the Surviving Corporation immediately after the Effective Time of Merger shall be equal to the capital and surplus of the Terminating Corporation and the Surviving Corporation.

h. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Terminating Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the Merger of the Terminating Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the provisions of the Delaware General Corporation Law.

i. In the event that Plan of Merger shall have been approved by the shareholders entitled to vote of the Terminating Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the Merger of the Terminating Corporation with and into the Surviving Corporation shall have been duly authorized in the manner prescribed by the provisions of the Delaware General Corporation Law, the Terminating Corporation and the Surviving Corporation thereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

j. At any time before the Effective Time of Merger, the Merger may be terminated and may be abandoned by the respective Boards of Directors of either the Terminating or Surviving Corporations, notwithstanding the approval of this resolution by the shareholders of the Terminating Corporation, or the consummation of the Merger may be deferred for a reasonable period of time if, in the opinion of the respective Boards of Directors of either corporation, such action would be in the best interest of either corporation. In the event of termination of the Merger, this Plan of Merger shall become void and of no effect and there shall be no liability on the part of either the Terminating Corporation or the Surviving Corporation or their respective Boards of Directors or shareholders with respect thereto, except that the Terminating Corporation shall pay all expenses incurred in connection with the Merger or relating thereto.

k. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, 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.

l. The Merger herein provided for shall become effective upon the filing of the Articles of Merger in the State of Florida on the date on which the Secretary of State of the State of Florida files said Articles of Merger (the "Effective Time of Merger").

2. The shareholders entitled to vote on the aforesaid Plan of Merger of the Terminating Corporation, approved and adopted the Plan of Merger by written consent given by them on May 31, 2004 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

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3. The merger of the Terminating Corporation with and into the Surviving Corporation is permitted by laws of the jurisdiction of organization of the Surviving Corporation and has been authorized in compliance with said laws. Shareholder approval of the Surviving Corporation was not required for the merger.

[SIGNATURE PAGE TO FOLLOW]

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CORPORATION SVC CO

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Executed on May 31, 2004

DORIS INTERNATIONAL INC.,
a Florida corporation

By: /S/ JACK HASEN
Name: Jack Hasen
Title: Chairman of the Board

DORIS INTERNATIONAL INC.,
a Delaware corporation

By: /S/ MITCHELL BROWN
Name: Mitchell Brown
Title: President