

P99000024028

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

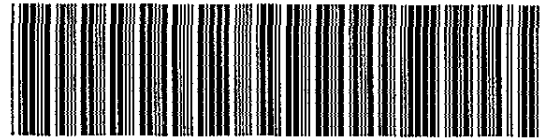
Certificates of Status _____

Special Instructions to Filing Officer:

Mr. Cliche, authorized by
phone to change date of
adoption to the 24th
instead of the 28th.

Tewis 1/27/06

Office Use Only



900064370099

Merger
Effective date
1-28-06

FILED
JAN 25 PM 3:13
06
SECRETARY OF STATE
HALLMARKS, ILLINOIS

01/25/06--01034--005 **113.75



CAIN LAMARRE CASGRAIN WELLS
LAWYERS / GENERAL PARTNERSHIP

Me Stephan Cliche
Stephan.cliche@northamerica-trade.com

« *By FedEx* »

Quebec City, January 23th, 2006

AMENDMENT SECTION

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Articles of Merger
Our file: 4001897

Dear Secretary of State:

Please find enclosed the Articles of Merger for filing as to January 28th, 2006, as effective date. You will also find enclosed the required fee to process this filing.

You will also find attached an additional copy of the document for the purpose of obtaining a certified copy after filing.

You may contact me directly for any question or comment on this matter.

Sincerely,

CAIN LAMARRE CASGRAIN WELLS
General Partnership

STÉPHAN CLICHE
SC/gp
Encl.

580, Grande Allée East, suite 440, Québec (Québec) G1R 2K2
Phone: (418) 522-4580 Fax: (418) 529-9590
www.clcw.qc.ca

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PREMOULE AMERICA INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Françoise Mercure

(Contact Person)

Cain Lamarre Casgrain Wells

(Firm/Company)

580, Grande-Allee Est, suite 440

(Address)

Quebec (Quebec) G1R 2K2 CANADA

(City/State and Zip Code)

For further information concerning this matter, please call:

Stephan Cliche

(Name of Contact Person)

At (418) 522-4580

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Premoule America inc.	South Dakota	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Premoule America inc.	South Dakota	
Delorie Collection inc.	Florida	P99000024028

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 01 / 28 / 2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
January 24th 2006 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
January 24th 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
06 JAN 25 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Typed or Printed Name of Individual & Title

Premoule America inc.

Director _____

Louis Deslauriers

Delorie Collection inc.

Louis Deslauriers

[illegible]

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction _____

South Dakota

The name and jurisdiction of each subsidiary corporation:

Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All shares outstanding of Delorie Collection inc. are held by Premoule America inc. and shall be cancelled upon merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The participation of the foreign Corporation to the merger was duly authorized as required by the organic law of the Corporation.