

7/23/2013 16:37:52 From: To: 8586176380

Division of Corporations

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Florida Department of State  
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MERGER OR SHARE EXCHANGE  
TFO ACQUISITION, INC.

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Merger  
@ 7/24/13

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** TFO Acquisition, 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:

Marie T. Zacny, Paralegal  
Contact Person

Honigman Miller Schwartz and Cohn LLP  
Firm/Company

660 Woodward Avenue, 2290 First National Building  
Address

Detroit, Michigan 48226  
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marie T. Zacny  
Name of Contact Person

At ( 313 )

465-7234

Area Code & Daytime Telephone Number

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**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

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

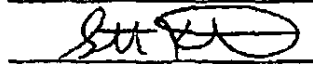
Typed or Printed Name of Individual & Title

TFO Acquisition, Inc.



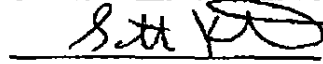
Scott Kantor, CFO, Treasurer

Glamour Tek USA, Inc.



Scott Kantor, CFO, Treasurer

Orion Investments International, Inc.



Scott Kantor, CFO, Treasurer

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**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>TFO Acquisition, Inc.</u>	<u>Delaware</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Glamour Tek USA, Inc.</u>	<u>Florida</u>
<u>Orion Investments International, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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:

Each issued and outstanding share of capital stock of the Subsidiaries shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

*(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:

N/A

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:

Parent assumes all of the liabilities and obligations of each Subsidiary.