

P99000014407

ADAM KLEEMEIER HAGAN HANNAH & FOUTS PLLC

ATTORNEYS AND COUNSELLORS AT LAW

701 GREEN VALLEY ROAD, SUITE 100
GREENSBORO, NC 27408

DANIEL W. FOUTS
ROBERT G. BAYNES
M. JAY DEVANEY
THOMAS S. THORNTON, JR.
MICHAEL H. GODWIN
CHARLES T. HAGAN III
W. B. RODMAN DAVIS
EDWARD V. ZOTIAN
HENRY B. MANGUM, JR.
MARGARET SHEA BURNHAM
PETER G. PAPPAS
WILLIAM M. WILCOX IV
DAVID A. SENTER
J. ALEXANDER S. BARRETT
CHRISTINE L. MYATT
STEVEN D. HEDGES
GARY L. BEAVER
TRUDY A. ENNIS
A. SCOTT JACKSON
ROBERT A. MASON

JAMES W. BRYAN
LOUISE A. MAULTSBY
R. HARPER HECKMAN
RANDALL W. REAVIS
D. BETH LANGLEY
DAVID S. POKELA
BENJAMIN A. KAHN
THOMAS K. BARLOW
J. SCOTT HALE
TONYA BUNN POWELL
DANIEL W. KOENIG
ERIN LEWIS ROBERTS
DAVID L. GOODE
BROOKS F. BOSSONG
ANDREW L. CHAPIN
THOMAS G. HOOPER
BRIAN S. CLARKE
MATTHEW L.P. CUMMINGS
EDWARD P. LORD
GREGORY T. HIGGINS

JOHN A. KLEEMEIER, JR. (1911-1973)
WILLIAM J. ADAMS, JR. (1908-1993)
ELIZABETH DUNN WHITE (1954-1995)

GREENSBORO MAILING ADDRESS:
P.O. BOX 3463
GREENSBORO, NC 27402

TELEPHONE: (336) 373-1600
FACSIMILE: (336) 273-5357
www.adamskleemeier.com

ASHEBORO OFFICE: (336) 629-3345

August 8, 2001

OF COUNSEL

CHARLES T. HAGAN, JR.
WALTER L. HANNAH
JOHN N. OSBURN, JR.

W. WINBURNE KING III
F. COOPER BRANTLEY

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Rossetto USA, Inc./Rossetto, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG -9 AM 10: 17
EFFECTIVE DATE
8/13/01

700004526997--7
-08/09/01--01051--003
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed the following:

1. An original and a conformed copy of the Articles of Merger of Rossetto USA, Inc. Into Rossetto, Inc.; and
2. Our firm check in the amount of \$78.75, representing the \$70.00 filing fee and \$8.75 certified copy fee.

Once the enclosed Articles of Merger have been filed, please return a certified copy to me at the address set forth above.

If you have any questions, please do not hesitate to contact me.

With best regards, I am

Very truly yours,

A. Scott Jackson

ASJ/gwb

Enclosures

V SHEPARD AUG 20 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

ROSSETTO USA, INC., a Florida corporation, P99000014407

INTO

ROSSETTO, INC., a North Carolina entity not qualified in Florida

File date: August 9, 2001, effective August 13, 2001

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
ROSSETTO USA, INC.
INTO
ROSSETTO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG -9 AM 10:18

EFFECTIVE DATE
8/13/01

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina and Section 607.1105, F.S. of the Florida Business Corporation Act, the undersigned corporations do hereby submit the following Articles of Merger between a North Carolina domestic business corporation and a Florida foreign business corporation.

1. The name of the surviving corporation is ROSSETTO, INC., a corporation organized under the laws of the State of North Carolina; the name of the merged corporation is ROSSETTO USA, INC., a corporation organized under the laws of the State of Florida.
2. Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation, shareholder approval was required for the merger and the Plan of Merger was approved on July 30, 2001 by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
4. With respect to the merged corporation, shareholder approval was required for the merger and the Plan of Merger was approved on July 30, 2001 by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. The merger is permitted by the law of the state or country of incorporation or organization of the foreign entity which is a party.
6. The foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
7. Pursuant to the Plan of Merger, the Articles of Incorporation of the surviving corporation are amended by deleting paragraph 1 in its entirety and by substituting the following in its place and stead:

“1. The name of the corporation is Rossetto USA, Inc.”

8. These articles will be effective on August 13, 2001.

This the 30th day of July, 2001.

ROSSETTO USA, INC.

By: Jim Zolt
Name: GIULIO BOTTEON
Title: VICE PRESIDENT

ROSSETTO, INC.

By: Jim Zolt
Name: GIULIO BOTTEON
Title: VICE PRESIDENT

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made and entered into as of the 30th day of July, 2001, by and between Rossetto, Inc., a North Carolina corporation (the "Surviving Corporation") and Rossetto USA, Inc., a Florida corporation (the "Merged Corporation").

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation duly organized and existing under the laws of the State of North Carolina; and

WHEREAS, Merged Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Surviving Corporation has authorized capitalization consisting of one hundred thousand (100,000) shares of common stock ("Surviving Corporation Stock"), of which One (1) share is issued and outstanding as of the date hereof; and

WHEREAS, Merged Corporation has authorized capitalization consisting of Five Hundred (500) shares of common stock, ("Merged Corporation Stock"), all of which are issued and outstanding; and

WHEREAS, the respective shareholders and Boards of Directors of Surviving Corporation and Merged Corporation have determined that it is advisable that Merged Corporation be merged with and into Surviving Corporation on the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, it is agreed that, in accordance with the applicable statutes of the State of North Carolina and the State of Florida, Merged Corporation shall be merged with and into Surviving Corporation, and that the terms and conditions of such merger, the mode of carrying it into effect and the manner of converting shares shall be as follows:

1. **The Merger.** Subject to the terms and conditions hereof, at the Effective Time (as such term is defined in Section 9 hereof), Merged Corporation will be merged with and into Surviving Corporation (the "Merger") in accordance with the North Carolina Business Corporation Act (the "Act") and the Florida Business Corporation Act, and the separate existence of Merged Corporation shall cease.

2. **Designation of Surviving Entity.** Upon the consummation of the Merger, Surviving Corporation shall be the surviving corporation of the Merger and shall be governed by the corporate laws of the State of North Carolina. The name of the Surviving Corporation shall be Rossetto USA, Inc.

3. **Charter and Bylaws.** The future combined operations of the merged corporate entities shall be conducted under the Articles of Incorporation and Bylaws of Surviving Corporation, as hereby amended.

4. **Name Change Amendment to Charter.** The Articles of Incorporation of the Surviving Corporation shall be amended as of the Effective Time as follows:

The Articles of Incorporation of the Corporation shall be amended so that all references to the name "Rossetto, Inc." are deleted and the name "Rossetto USA, Inc." is inserted in lieu thereof.

5. **Conversion and Exchange of Shares.** At the Effective Time:

a. **Surviving Corporation.** The outstanding shares of Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

b. **Merged Corporation.** Each then issued and outstanding share of Merged Corporation Stock, and all rights in respect thereof, without any further action on the part of the holder thereof, shall be deemed to have been changed and converted into .998 shares of common stock of the Surviving Corporation. The certificates for the Merged Corporation Stock outstanding at the Effective Time shall be deemed for all purposes to evidence the right to ownership of the fully-paid shares of the Surviving Corporation Stock to which each Merged Corporation shareholder shall be entitled pursuant to the terms hereof.

6. **Issuance of Surviving Corporation Stock.** After the Effective Time of the Merger, certificates representing the outstanding shares of Merged Corporation Stock shall be surrendered for exchange by the holder thereof for certificates evidencing shares of Surviving Corporation Stock. No certificates for any shares of Surviving Corporation Stock shall be delivered to any entitled former stockholder of Merged Corporation, unless and until the certificates evidencing the Merged Corporation Stock, for which the Surviving Corporation Stock is to be exchanged pursuant to the Merger, shall have been surrendered to Surviving Corporation. Until such delivery of certificates for Merged Corporation Stock, all dividends and other distributions with respect to Surviving Corporation Stock to which the former stockholders of Merged Corporation shall be entitled to receive pursuant to the Merger will be withheld, and the withheld dividends or other distributions will be promptly paid, without interest or deduction, upon a subsequent surrender of such certificates evidencing the Merged Corporation Stock.

7. **Continuing Operations.** Upon the consummation of the Merger, the business operations of Merged Corporation will be combined with and made a part of the business operations of Surviving Corporation as conducted through the offices and facilities of Surviving Corporation, or otherwise as may be determined by the Board of Directors of Surviving Corporation.

8. **Board of Directors and Officers.** The members of the Board of Directors and officers of Surviving Corporation, as constituted at the Effective Time of the Merger, shall continue to hold office in such capacities until the next annual meeting of the stockholders of Surviving Corporation or of the Board of Directors of Surviving Corporation, or until their successors in office shall have been duly elected and qualified.

9. **Other Provisions.**

a. **Termination.** This Plan may be terminated and abandoned at any time prior to the Effective Time of the Merger by the action of the Board of Directors of either Surviving Corporation or Merged Corporation .

b. **Effective Time of Merger.** The Effective Time of the Merger shall constitute the time that the Merger becomes effective.

c. **Amendment.** This Plan may be amended in any manner at any time before the Effective Time by the mutual consent of the Boards of Directors of Surviving Corporation and Merged Corporation.

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the date written above.

Surviving Corporation:

Rossetto, Inc., a North Carolina corporation

By: John Botteon
Name: GIULIO BOTTEON
Title: VICE PRESIDENT

Merged Corporation:

Rossetto USA, Inc., a Florida corporation

By: John Botteon
Name: GIULIO BOTTEON
Title: VICE PRESIDENT