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101918863

Trademarks: Please record the attached

To the Honorable Assistant Secretary  
original document(s) or copy(ies) th

1. Name of conveying party(ies):  
Romika Merger Corp./Romika USA, Inc.

Individual(s)                       Association

General Partnership               Limited Partnership

Corporation-State/Florida

Other

Additional name(s) of conveying party(ies) attached?  
 Yes or  No?

2. Name and address of receiving party(ies):  
Name: Romika USA, Inc.  
Street Address 8730 N.W. 36<sup>th</sup> Avenue  
Miami, FL 33147

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation (Florida)

Other

If assignee is not domiciled in the United States, a domestic  
Representative designation is attached:  Yes or  No?  
(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes or  No?

3. Nature of conveyance:

Assignment of Interest               Merger

Security Agreement                   Change of Name

Other

Execution Date:

4. Application number(s) or registration number(s): Attorney Docket No.:

A. Trademark Application No.(s):  
76-219687

B. Trademark Registration No.(s)

Additional numbers attached?  Yes or  No?

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Greenberg Traurig, P.A., Attn: Manuel Valcarcel  
Internal Address:  
Street Address: 1221 Brickell Avenue  
City: Miami, State: Florida ZIP: 33131

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 3.41).....\$40  
 Enclosed  
 Authorized any deficiency to be charged to deposit account

8. Deposit account Number: 50-1792  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and Signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Manuel R. Valcarcel, Esq.                                            December 4, 2001  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet(s): 8

OMB No. 0651-0011 (exp. 4/94)                      Do not detach this portion

Mail documents to be recorded with required cover sheet information:

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Box Assignments  
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12/18/2001 TBIAZI 00000020 76219687  
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**ARTICLES OF MERGER  
Merger Sheet**

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MERGING:

ROMIKA USA, INC., a California corporation, F99000006172

INTO

**ROMIKA MERGER CORP.**, a Florida entity, P01000003607

File date: January 10, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
ROMIKA USA, INC.  
INTO  
ROMIKA MERGER CORP.**

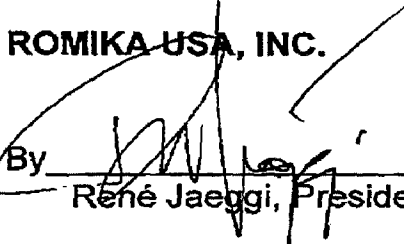
Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), ROMIKA USA, INC., a Florida corporation (the "Non-Surviving Corporation") and ROMIKA MERGER CORP., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Non-Surviving Corporation with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The Plan of Merger was adopted by the board of directors and the shareholders the Non-Surviving Corporation by unanimous written consent as of November 14, 2000, and by the board of directors of the Survivor by unanimous written consent (shareholder approval was not required) as of November 14, 2000, all in accordance with the provisions of Section 607.1103 of the Act.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto as of the 14th day of November, 2000.

**ROMIKA USA, INC.**

By  \_\_\_\_\_  
René Jaeggi, President

**ROMIKA MERGER CORP.**

By  \_\_\_\_\_  
René Jaeggi, President

**FILED**  
01 JAN 10 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## EXHIBIT A

### AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER**, dated November 14, 2000, between ROMIKA USA, INC., a California corporation, which is qualified to do business in the State of Florida (the "Non-Surviving Corporation") and ROMIKA MERGER CORP., a Florida corporation (the "Surviving Corporation" or "RMC").

The Non-Surviving Corporation and RMC desire to effect the statutory merger of the Non-Surviving Corporation with and into RMC, with RMC to survive such merger.

1. **Constituent Corporations**. The Non-Surviving Corporation and RMC shall be parties to the merger (the "Merger") of the Non-Surviving Corporation with and into RMC.

2. **Terms and Conditions of Merger**. The Non-Surviving Corporation (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into RMC, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, RMC shall assume the obligations of the Constituent Corporation.

3. **Capital Stock**. Upon the Effective Date, each share of Common Stock of the Non-Surviving Corporation issued and outstanding shall be converted into one fully paid and non-assessable share of Common Stock of RMC.

4. **Articles of Incorporation**. The Articles of Incorporation of RMC as of the Effective Date shall be the Articles of Incorporation of the 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 laws of the State of Florida; provided however, that Article I of the Articles of Incorporation is hereby amended and restated in its entirety, as of the Effective Date to read as follows: "The name of the Corporation is ROMIKA USA, INC. (hereinafter called the "Corporation")."

5. **Bylaws**. The Bylaws of RMC as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers**. The directors and officers of RMC in office on the Effective Date shall continue to be the directors and 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.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of the Non-Surviving Corporation and RMC is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of date written above.

ROMIKA USA, INC.

By

  
René Jaeggi

ROMIKA MERGER CORP.

By

  
René Jaeggi

**ARTICLES OF INCORPORATION**  
**OF**  
**ROMIKA MERGER CORP.**

01 JAN 10 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

**ARTICLE I**

The name of the corporation is ROMIKA MERGER CORP. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 8730 N.W. 36<sup>th</sup> Avenue, Miami, Florida 33147.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 8730 N.W. 36<sup>th</sup> Avenue, City of Miami, County of Miami-Dade, State of Florida 33147 and the name of its initial registered agent at such office is Julio Magrisso.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least two directors, with the exact number to be fixed from time to time in the manner provided in the

Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2) and the names and address of the initial members of the Board of Directors of the Corporation are René Jaeggi and Marco Guicciardi, 8730 N.W. 36<sup>th</sup> Avenue, Miami, Florida 33147.

**ARTICLE VII**

The name of the Incorporator is Julio Magrisso and the address of the Incorporator is 8730 N.W. 36<sup>th</sup> Avenue, Miami, Florida 33147.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 14<sup>th</sup> day of November, 2000.

Randy Bullard  
Randy Bullard, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of ROMIKA MERGER CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Julio Magrisso  
Julio Magrisso, Registered Agent  
Dated: November 14, 2000

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
01 JAN 10 PM 12:16  
FBI

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