

Filing Fee: See Instructions

ID Number: 144314



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

2008 OCT 31 AM 10:49

ARTICLES OF MERGER OR CONSOLIDATION INTO

A & H Hong Kong, Inc. ( a Delaware corporation)

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of  Merger or  Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
<u>A &amp; H Hong Kong, Inc.</u>	<u>business corporation</u>	<u>Rhode Island</u>
<u>A &amp; H Hong Kong, Inc.</u>	<u>business corporation</u>	<u>Delaware</u>

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is A & H Hong Kong, Inc. which is to be governed by the laws of the state of Delaware

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

Benjamin G. Paster, Paster & Harpootian, Ltd., 1000 Chapel View Boulevard, Suite 220, Cranston, Rhode Island 02920

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing Effective at 11:55 p.m. on Oct. 31, 2008

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) \_\_\_\_\_

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....  
**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:  
\_\_\_\_\_
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....  
**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

A & H Hong Kong, Inc. (a Delaware Corporation)  
Print Entity Name

By: [Signature] President  
Name of person signing Title of person signing

By: \_\_\_\_\_  
Name of person signing Title of person signing

A & H Hong Kong, Inc. (a Rhode Island Corporation)  
Print Entity Name

By: [Signature] Treasurer  
Name of person signing Title of person signing

By: \_\_\_\_\_  
Name of person signing Title of person signing

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is made this 3<sup>1st</sup> day of October, 2008, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between A&H Hong Kong, Inc., a Rhode Island corporation (the "Merged Corporation"), and A&H Hong Kong, Inc., a Delaware corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, all of the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, which shall be the Surviving Corporation (the "Merger").

SECOND: The Certificate of Incorporation of the Surviving Corporation, as heretofore amended and as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into

the shares of the Surviving Corporation pursuant to the merger shall be as follows:

(a) Each share of common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) As the stockholdings of all of the constituent corporations are identical, each share of stock of the Merged Corporation shall forthwith be cancelled.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the Surviving Corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of the stockholders and until their successors shall have been elected and qualified.

(c) The merger shall become effective at 11:55 p.m. eastern time on October 31, 2008.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without

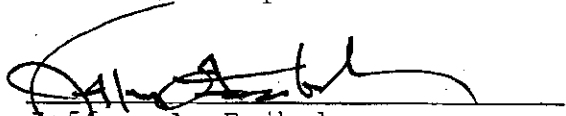
further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President and attested by the Secretary of each party hereto as the respective act, deed and agreement of said corporations as of the date first above written.

MERGED CORPORATION:

A&H Hong Kong, Inc.,  
a Rhode Island Corporation

By:



Jeffrey A. Feibelman,  
President

[Corporate Seal]

Attest:

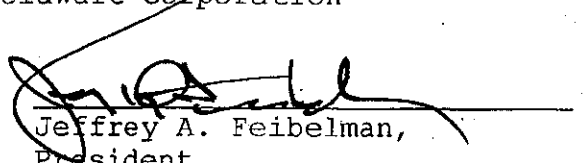


Hannah Feibelman,  
Secretary

SURVIVING CORPORATION:

A&H Hong Kong, Inc.,  
a Delaware Corporation

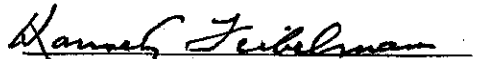
By:



Jeffrey A. Feibelman,  
President

[Corporate Seal]


Attest:



Hannah Feibelman,  
Secretary


I, Hannah Feibelman, Secretary of A&H Hong Kong, Inc., a corporation organized and existing under the laws of the State of Rhode Island, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of A&H Hong Kong, Inc., a corporation of the State of Delaware, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding one hundred (100) shares of the capital stock of said corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said A&H Hong Kong, Inc., a Rhode Island corporation, and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 31<sup>st</sup> day of October, 2008.

  
\_\_\_\_\_  
Hannah Feibelman,  
Secretary

I, Hannah Feibelman, Secretary of A&H Hong Kong, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of A&H Hong Kong, Inc., a corporation of the State of Rhode Island, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code by the unanimous written consent of the stockholders holding one hundred (100) shares of the capital stock of said corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said A&H Hong Kong, Inc., a Delaware corporation, and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 31<sup>st</sup> day of October, 2008.

  
\_\_\_\_\_  
Hannah Feibelman,  
Secretary



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Revenue  
DIVISION OF TAXATION  
One Capitol Hill  
Providence, RI 02908-5800

October 31, 2008

TO WHOM IT MAY CONCERN:

**Re: A&H HONG KONG, INC**

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

**MERGER CORPORATION IS NON-SURVIVOR**

Very truly yours,

David M. Sullivan  
Tax Administrator

Charles J. Larocque  
Chief Revenue Agent  
Corporations





# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

