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William M. Gardner  
Secretary of State

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Secretary of State  
State of California  
SEP 30 2014

Agreement of Merger

This Agreement of Merger is entered into between Kenwood U.S.A. Corporation, a California corporation (herein "Surviving Corporation"), and JVC Americas Corp., a Delaware corporation (herein "Merging Corporation").

Effective as of the Effective Date (as defined below):

1. Merging Corporation shall be merged with and into Surviving Corporation (the "Merger"). Upon the effectiveness of the Merger, the name of the Surviving Corporation shall be amended to be "JVCKENWOOD USA Corporation".
2. All shares of Merging Corporation outstanding immediately prior to the Merger shall be canceled without consideration.
3. All outstanding shares of Surviving Corporation shall remain outstanding and shall not be affected by the Merger.
4. The Articles of Incorporation of Kenwood U.S.A. Corporation as in effect immediately prior to the Merger shall be the Articles of Incorporation of the Surviving Corporation, except that Article One shall be amended to read in its entirety as follows:  
  
"One: The name of this corporation is JVCKENWOOD USA Corporation."
5. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.
6. The effect of the Merger is as prescribed by law.
7. The effective date of the Merger shall be September 30, 2014 (the "Effective Date").

*[Remainder of the page intentionally left blank; signature page follows]*

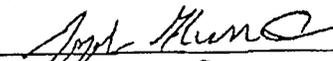


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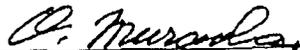
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement of Merger.

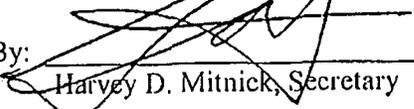
KENWOOD U.S.A. CORPORATION

By:   
Ryo Mizuhara, President

By:   
Joseph Glassett, Secretary

JVC AMERICAS CORP.

By:   
Osamu Muraoka, President

By:   
Harvey D. Mitnick, Secretary

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Certificate of Approval  
of  
Agreement of Merger

Ryo Mizuhara and Joseph Glassett certify that:

1. They are the President and the Secretary, respectively, of Kenwood U.S.A. Corporation, a California corporation (the "Corporation").
2. The principal terms of the Agreement of Merger in the form attached were unanimously approved by the board of directors and by the sole shareholder of the Corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares, and the number of shares outstanding entitled to vote on the merger is 946,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our own knowledge.

Date: September 30, 2014

By: Ryo Mizuhara  
Ryo Mizuhara, President

By: Joseph Glassett  
Joseph Glassett, Secretary

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Certificate of Approval  
of  
Agreement of Merger

Osamu Muraoka and Harvey D. Mitnick certify that:

1. They are the President and the Secretary, respectively, of JVC Americas Corp., a Delaware corporation (the "Corporation").
2. The principal terms of the Agreement of Merger in the form attached were unanimously approved by the board of directors and by the sole shareholder of the Corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares, and the number of shares outstanding entitled to vote on the merger is 1,371,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our own knowledge.

Date: September 30, 2014

By:   
Osamu Muraoka, President

By:   
Harvey D. Mitnick, Secretary



I hereby certify that the foregoing transcript of 4 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JAN 15 2015 *mm*

Date: \_\_\_\_\_

*Alex Padilla*

ALEX PADILLA, Secretary of State