

AZ CORPORATION COMMISSION
FILED

AUG 20 2013

FILE NO. F-1042951-7

AZ CORPORATION COMMISSION
FILED

JUL 09 2013

FILE NO. F-1042951-7

AZ Corp. Commission
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AZ CORPORATION COMMISSION
FILED

**APPLICATION FOR NEW AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN ARIZONA**

Read the Instructions C019i

MAR 07 2013

FILE NO. F-1042951-7

A.C.C. FILE NUMBER: F-1042951-7

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

1. ENTITY TYPE – check only one to indicate the type of entity applying for authority:

- | | |
|--|--|
| <input checked="" type="checkbox"/> FOR-PROFIT CORPORATION | <input type="checkbox"/> INSURER |
| <input type="checkbox"/> NONPROFIT CORPORATION | <input type="checkbox"/> SAVINGS AND LOAN ASSOCIATION |
| <input type="checkbox"/> PROFESSIONAL CORPORATION | <input type="checkbox"/> CREDIT UNION |
| <input type="checkbox"/> CLOSE CORPORATION | <input type="checkbox"/> TRUST COMPANY |
| <input type="checkbox"/> BUSINESS TRUST | <input type="checkbox"/> COOPERATIVE MARKETING ASSOCIATION |
| <input type="checkbox"/> BUSINESS DEVELOPMENT CORP. | <input type="checkbox"/> ELECTRIC COOPERATIVE NON-PROFIT MEMBERSHIP ASSOC. |
| <input type="checkbox"/> CORPORATION SOLE | <input type="checkbox"/> NONPROFIT ELEC. GENERATION AND TRANSMISSION COOPERATIVE CORP. |

2. NAME IN STATE OR COUNTRY OF INCORPORATION (FOREIGN NAME) – enter the exact, true name of the foreign corporation:

Daymon Worldwide Inc.

3. NAME TO BE USED IN ARIZONA (ENTITY NAME) – see Instructions C019i – Identify the name the foreign corporation will use in Arizona by checking 3.1, 3.2, or 3.3 (check only one), and follow instructions

- | | | |
|--|---|--|
| 3.1 <input checked="" type="checkbox"/> Name in state or country of incorporation, with no changes –
Go to number 4. | 3.2 <input type="checkbox"/> Name in state or country of incorporation, with a corporate identifier added to it –
Enter the name in number 3.4 below. | 3.3 <input type="checkbox"/> Fictitious name (check this only if the foreign corporation's name in its state or country of incorporation is not available for use in Arizona) – Enter the name in number 3.4 below. |
|--|---|--|

3.4 If you checked 3.2 or 3.3, enter or print the name to be used in Arizona:

4. FOREIGN DOMICILE – list the state or country in which the foreign corporation is incorporated: Delaware

5. DATE OF INCORPORATION IN FOREIGN DOMICILE: 12/20/2001

6. DURATION – the duration or life period of the foreign corporation is presumed to be perpetual unless one of the boxes is checked below and the blanks are filled in:

- ☐ The corporation's life period will end after the expiration of _____ years (enter a number of years).
- ☐ The corporation's life period will end on this date _____ (enter a date).
- ☐ The corporation's life period will end upon the occurrence of this event: _____ (describe an event).

7. **PURPOSE** – the foreign corporation's purpose is to engage in any or all lawful business or affairs in which corporations may engage in the state or country under whose law the foreign corporation is incorporated, subject to the following **limitations**, if any (*leave this blank if there are no limitations on the corporation's purpose*):

8. **CHARACTER OF BUSINESS** – briefly describe the character of business or affairs the foreign corporation initially intends to conduct in Arizona. NOTE that the character of business or affairs that the foreign corporation ultimately conducts is not limited by the description provided.

Food brokerage

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS – see <i>Instructions C019i</i> – give the physical or street address (not a P. O. Box) of the foreign corporation required to be maintained in its state or country of incorporation, or, if not so required, of the foreign corporation's statutory agent in its state or country of incorporation:			10. ARIZONA KNOWN PLACE OF BUSINESS ADDRESS: Is the Arizona known place of business street address the same as the street address of the statutory agent? <input checked="" type="checkbox"/> Yes - go to number 11 and continue. <input type="checkbox"/> No - provide the Arizona physical or street address (not a P.O. Box) below:		
2711CENTERVILLE ROAD, SUITE 400					
Attention (optional)			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)		DE 19808	Address 2 (optional)		
City	WILMINGTON	State Zip	City	State	Zip

11. STATUTORY AGENT IN ARIZONA – see <i>Instructions C019j</i> :					
11.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			11.2 OPTIONAL – mailing address in Arizona of statutory agent (can be a P.O. Box):		
Corporation Service Company					
Statutory Agent Name (required)					
Attention (optional)			Attention (optional)		
2338 W. Royal Palm Road, Suite J					
Address 1			Address 1		
Address 2 (optional)		AZ 85021	Address 2 (optional)		
City	Phoenix	State Zip	City	State	Zip
11.3 REQUIRED – the Statutory Agent Acceptance form M002 must be submitted along with this Application For Authority.					

12. DIRECTORS - list the name and business address of each and every Director of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the Director Attachment form C082.					
Carla Cooper			Allen Noddle		
Director Name			Director Name		
700 Fairfield Ave.			700 Fairfield Ave.		
Address 1			Address 1		
Address 2 (optional)		CT 06902	Address 2 (optional)		CT 06902
City	Stamford	State or Province Zip	City	Stamford	State or Province Zip
Country	UNITED STATES		Country	UNITED STATES	
Date taking office (optional):			Date taking office (optional):		

James White				George Cawman			
Director Name 700 Fairfield Ave.,				Director Name 700 Fairfield Ave.			
Address 1				Address 1			
Address 2 (optional) Stamford		CT	06902	Address 2 (optional) Stamford		CT	06902
City Country	UNITED STATES		State or Province Zip	City Country	UNITED STATES		State or Province Zip
Date taking office (optional):				Date taking office (optional):			
Ron Daitz				Peter Frank			
Director Name 700 Fairfield Ave.,				Director Name 700 Fairfield Ave.,			
Address 1				Address 1			
Address 2 (optional) Stamford		CT	06902	Address 2 (optional) Stamford		CT	06902
City Country	UNITED STATES		State or Province Zip	City Country	UNITED STATES		State or Province Zip
Date taking office (optional):				Date taking office (optional):			
13. OFFICERS - list the name and business address of all principal Officers of the corporation. If more space is needed, check this box <input type="checkbox"/> and complete and attach the Officer Attachment form C085.							
Carla Cooper				Brett Barcelona			
Officer Name 700 Fairfield Ave.				Officer Name 700 Fairfield Ave.			
Address 1				Address 1			
Address 2 (optional) Stamford		CT	06902	Address 2 (optional) Stamford		CT	06902
City Country	UNITED STATES		State or Province Zip	City Country	UNITED STATES		State or Province Zip
Date taking office (optional):		Officer title: President/CEO		Date taking office (optional):		Officer Title: Other	
David Lopes				Dan Hooker			
Officer Name 700 Fairfield Ave.				Officer Name 700 Fairfield Ave.			
Address 1				Address 1			
Address 2 (optional) Stamford		CT	06902	Address 2 (optional) Stamford		CT	06902
City Country	UNITED STATES		State or Province Zip	City Country	UNITED STATES		State or Province Zip
Date taking office (optional):		Officer Title: Other		Date taking office (optional):		Officer Title: Other	
Kimberlee Marsh				Bharat Rupani			
Officer Name 700 Fairfield Ave.				Officer Name 700 Fairfield Ave.,			
Address 1				Address 1			
Address 2 (optional) Stamford		CT	06902	Address 2 (optional) Stamford		CT	06902
City Country	UNITED STATES		State or Province Zip	City Country	UNITED STATES		State or Province Zip
Date taking office (optional):		Officer Title: Other		Date taking office (optional):		Officer Title: Other	

- 14. FOR-PROFITS ONLY – SHARES AUTHORIZED** – *see Instructions C019i* – list the class (common, preferred, etc.) and total number of shares the foreign corporation is AUTHORIZED to issue. This information must match the original Articles of Incorporation plus any amendments thereto. If more space is needed, check this box ☐ and complete and attach the Shares Authorized Attachment form C087.

Class: common Series: _____ Total: 12,500,000.00 Par Value: 0.01

Class: _____ Series: _____ Total: _____ Par Value: _____

- 15. FOR-PROFITS ONLY – SHARES ISSUED** – *see Instructions C019i* – list each class/series of authorized shares and give the total number and par value of shares of that class that have been ISSUED. If no shares of that class have been issued, put the number zero. If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: 0 Series: 0 Total: 0 Par Value: 0

Class: _____ Series: _____ Total: _____ Par Value: _____

- 16. NONPROFITS ONLY – MEMBERS – check one box only:**

Does the foreign nonprofit corporation have members? ☐ Yes ☐ No

- 17. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL SERVICES** – if “professional corporation” is checked in number 1, briefly describe the type of professional services the corporation will render (examples: accounting, medical, law firm): _____

18. PROFESSIONAL CORPORATIONS ONLY – PROFESSIONAL LICENSE:

By the signature appearing on this document, the foreign professional corporation certifies under penalty of perjury that at least one-half of its shareholders who are entitled to vote for the election of directors, and at least one-half of its directors, and its president, are licensed in one or more states to render a professional service described in the foreign professional corporation's articles of incorporation.

NOTE: You must attach a statement from the licensing authority in Arizona for the profession showing that at least one of the professional corporation's shareholders or employees is licensed in Arizona to render that professional service. (See A.R.S. § 10-2245.)

SIGNATURE: By checking the box marked “I accept” below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT



Brian Ray Benson

7/26/13

~~07/26/12~~

Signature

Printed Name

Date

REQUIRED – check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee , receiver, or other court-appointed fiduciary for the corporation filing this document.
--	--	--

Filing Fee: \$175.00 (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

OFFICER ATTACHMENT

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
Daymon Associates Inc.

2. **A.C.C. FILE NUMBER** : F-1042951-7
 Find A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **OFFICERS - FOR NEW OFFICERS** - list the name in the NEW Name blank, list the address, and check the "add" box.
FOR OFFICERS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each officer being changed as it currently shown in A.C.C. records, and below that provide any new information for that officer (new name and/or address), then check all boxes that apply to indicate that change being made for that officer. If more space is needed, use another Officer Attachment form.

Name currently shown in ACC records Andres Siefken			Name currently shown in ACC records Rhonda Levene		
NEW Name 700 Fairfield Ave.			NEW Name 700 Fairfield Ave.,		
Address 1			Address 1		
Address 2 (optional) Stamford	CT State or Province	06902 Zip	Address 2 (optional) Stamford	CT State or Province	06902 Zip
City UNITED STATES			City UNITED STATES		
Country Other			Country Other		
Date taking office (optional)		Officer title	Date taking office (optional)		Officer title
<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Add as officer		<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Add as officer	
<input type="checkbox"/> Name change	<input type="checkbox"/> Remove officer		<input type="checkbox"/> Name change	<input type="checkbox"/> Remove officer	

Name currently shown in ACC records Brian Ray Benson			Name currently shown in ACC records Tamara Polmanteer		
NEW Name 700 Fairfield Ave.,			NEW Name 700 Fairfield Ave.,		
Address 1			Address 1		
Address 2 (optional) Stamford	CT State or Province	06902 Zip	Address 2 (optional) Stamford	CT State or Province	06902 Zip
City UNITED STATES			City UNITED STATES		
Country Treasurer			Country Other		
Date taking office (optional)		Officer title	Date taking office (optional)		Officer title
<input type="checkbox"/> Address change	<input type="checkbox"/> Add as officer		<input type="checkbox"/> Address change	<input type="checkbox"/> Add as officer	
<input type="checkbox"/> Name change	<input type="checkbox"/> Remove officer		<input type="checkbox"/> Name change	<input type="checkbox"/> Remove officer	

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OFFICER ATTACHMENT

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
Daymon Associates Inc.

2. **A.C.C. FILE NUMBER** : F-1042951-7

Find A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **OFFICERS** - FOR NEW OFFICERS - list the name in the NEW Name blank, list the address, and check the "add" box.
FOR OFFICERS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each officer being changed as it currently shown in A.C.C. records, and below that provide any new information for that officer (new name and/or address), then check all boxes that apply to indicate that change being made for that officer. If more space is needed, use another Officer Attachment form.

Name currently shown in ACC records Justin R. Mervis			Name currently shown in ACC records Deborah Heslenfeld		
NEW Name 700 Fairfield Ave.			NEW Name 700 Fairfield Ave.,		
Address 1			Address 1		
Address 2 (optional) Stamford		CT	Address 2 (optional) Stamford		CT
City	UNITED STATES	State or Province	City	UNITED STATES	State or Province
Country	Secretary		Country	Other	
Date taking office (optional)		Officer title	Date taking office (optional)		Officer title
<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Add as officer		<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Add as officer	
<input type="checkbox"/> Name change	<input type="checkbox"/> Remove officer		<input type="checkbox"/> Name change	<input type="checkbox"/> Remove officer	
Name currently shown in ACC records Jim Williams			Name currently shown in ACC records Michael Memoli		
NEW Name 700 Fairfield Ave.,			NEW Name 700 Fairfield Ave.,		
Address 1			Address 1		
Address 2 (optional) Stamford		CT	Address 2 (optional) Stamford		CT
City	UNITED STATES	State or Province	City	UNITED STATES	State or Province
Country	Other		Country	Other	
Date taking office (optional)		Officer title	Date taking office (optional)		Officer title
<input type="checkbox"/> Address change	<input type="checkbox"/> Add as officer		<input type="checkbox"/> Address change	<input type="checkbox"/> Add as officer	
<input type="checkbox"/> Name change	<input type="checkbox"/> Remove officer		<input type="checkbox"/> Name change	<input type="checkbox"/> Remove officer	

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OFFICER ATTACHMENT

1. **ENTITY NAME** – give the exact name of the corporation as currently shown in A.C.C. records:
Daymon Associates Inc.

2. **A.C.C. FILE NUMBER** : F-1042951-7

Find A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **OFFICERS** - FOR NEW OFFICERS - list the name in the NEW Name blank, list the address, and check the "add" box.
 FOR OFFICERS CURRENTLY SHOWN IN A.C.C. RECORDS - list the name of each officer being changed as it currently shown in A.C.C. records, and below that provide any new information for that officer (new name and/or address), then check all boxes that apply to indicate that change being made for that officer. If more space is needed, use another Officer Attachment form.

Name currently shown in ACC records Jeffrey R. Belitzky			Name currently shown in ACC records		
NEW Name 700 Fairfield Ave.			NEW Name		
Address 1			Address 1		
Address 2 (optional) Stamford		State or Province CT	Zip 06902		
City UNITED STATES		State or Province UNITED STATES		Zip	
Country Other		Other			
Date taking office (optional)		Officer title			
<input type="checkbox"/> Address change		<input checked="" type="checkbox"/> Add as officer			
<input type="checkbox"/> Name change		<input type="checkbox"/> Remove officer			
Name currently shown in ACC records			Name currently shown in ACC records		
NEW Name			NEW Name		
Address 1*			Address 1		
Address 2 (optional) Stamford		State or Province	Zip		
City UNITED STATES		State or Province UNITED STATES		Zip	
Country Other		Other			
Date taking office (optional)		Officer title			
<input type="checkbox"/> Address change		<input type="checkbox"/> Add as officer			
<input type="checkbox"/> Name change		<input type="checkbox"/> Remove officer			

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DAYMON WORLDWIDE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JUNE, A.D. 2013.



3462156 8300

130782520

You may verify this certificate online
at corp.delaware.gov/authvar.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0516630

DATE: 06-17-13

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DAYMON ASSOCIATES, INC.", CHANGING ITS NAME FROM "DAYMON ASSOCIATES, INC." TO "DAYMON WORLDWIDE INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2003, AT 3 O'CLOCK P.M.

3462156 8100

130782520




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0516629

DATE: 06-17-13

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- **First:** That at a meeting of the Board of Directors of Daymon Associates,
Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

" FIRST: The name of the Corporation is Daymon Worldwide Inc.
(hereinafter called the "Corporation")

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: Brian H. Benson
(Authorized Officer)

NAME: Brian Benson
(Type or Print)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "DAYMON WORLDWIDE INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "DAYMON MERGER SUB, INC." TO "DAYMON ASSOCIATES, INC.", FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "DAYMON ASSOCIATES, INC." TO "DAYMON WORLDWIDE INC.", FILED THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2003, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "DAYMON WORLDWIDE INC.".



3462156 8100H

130160134

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0211075

DATE: 02-12-13

CERTIFICATE OF INCORPORATION

OF

DAYMON MERGER SUB, INC.

THE UNDERSIGNED, being a natural person for the purpose of organizing a corporation under the General Corporation Law of the State of Delaware, hereby certifies that:

FIRST: The name of the Corporation is Daymon Merger Sub, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808. The name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as from time to time amended.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 12,500,000 shares, all of which shall be shares of common stock, par value of \$0.01 per share (the "Common Stock").

FIFTH: The name and mailing address of the incorporator are Matthew Bloch, c/o Weil, Gotshal & Manges, 767 Fifth Avenue, New York, New York 10153.

SIXTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in this Certificate of Incorporation, the by-laws of the Corporation may be adopted, amended or repealed by a majority of the Board of Directors of the Corporation, but any by-laws adopted by the board of directors may be amended or repealed by the stockholders entitled to vote thereon. Election of directors need not be by written ballot.

SEVENTH: From and after the time there shall be more than one holder of the outstanding Common Stock, the Board of Directors of the Corporation shall consist of at least three directors, who shall be divided into three classes, as nearly equal in number as possible, with the term of office of one class expiring at the annual meeting of stockholders next ensuing, the term of office of another class expiring at the annual meeting of stockholders held one year thereafter and the term of office of another class expiring at the annual meeting of stockholders held two years thereafter, with each director to hold office until his or her successor is elected and qualified. At each

succeeding annual meeting of stockholders, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election. Directors may serve two or more consecutive terms. Directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office for the full term of the class of directors in which the new directorship was created or in which the vacancy occurred and until their successors (according to the class of directors to which such vacancy or newly created directorship corresponds) are elected and qualified or until their earlier resignation or removal. Subject to the foregoing, the number of directors shall be fixed as provided in the by-laws of the Corporation. Any or all of the directors may be removed, with or without cause, by the holders of a majority of the shares of Common Stock outstanding and entitled to vote for the election of directors.

EIGHTH: In addition to any affirmative vote required by law or this Certificate of Incorporation (and notwithstanding the fact that a lesser percentage may be required by law), the affirmative vote of the holders of not less than 66-2/3% of the outstanding shares of the Common Stock of the Corporation entitled to vote thereon, shall be required for the approval or authorization of (i) any merger, consolidation or similar business combination transaction involving the Corporation, (ii) the adoption of any plan or proposal for the liquidation, dissolution, winding up or reorganization of the Corporation, (iii) any sale, lease, exchange, mortgage, pledge, transfer or other disposition of all or substantially all of the assets of the Corporation and its subsidiaries (taken as a whole), (iv) an underwritten public offering of the Common Stock, or (v) the issuance of any shares of the Common Stock or other securities of the Corporation having any voting power or which by their terms are convertible into or exchangeable for shares of the Common Stock or other securities of the Corporation having any voting power.

NINTH: The Corporation shall indemnify, to the full extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, all persons whom it may indemnify pursuant thereto. No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the General Corporation Law of Delaware or any amendment thereto or successor provision thereto or shall be liable by reason that, in addition to any and all other requirements for such liability, such director (i) shall have breached his or her duty of loyalty to the Corporation or its stockholders, (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith, (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law or (iv) shall have derived an improper personal benefit. Neither the amendment nor repeal of this Article Ninth nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Article Ninth, shall eliminate or reduce the effect of this Article Ninth in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article Ninth, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

IN WITNESS WHEREOF, the undersigned has duly executed this
Certificate of Incorporation on this 20th day of December, 2001.


Matthew Bloch
Sole Incorporator

CERTIFICATE OF OWNERSHIP AND MERGER

OF

DAYMON ASSOCIATES, INC.
(a New York corporation)

WITH AND INTO

DAYMON MERGER SUB, INC.
(a Delaware corporation)

(Pursuant to Section 253 of the Delaware General Corporation Law)

THE UNDERSIGNED, Daymon Merger Sub, Inc., a Delaware corporation ("Merger Sub") and a direct, wholly owned subsidiary of Daymon Associates, Inc., a New York corporation ("Parent"), and Parent, in connection with the merger of Parent with and into Merger Sub, do hereby certify that:

FIRST: Parent is a corporation formed under the laws of the State of New York, the laws of which permit a merger of a corporation of such jurisdiction with a corporation of another jurisdiction.

SECOND: Merger Sub is a corporation formed under the laws of the State of Delaware.

THIRD: Parent owns all of the outstanding shares of common stock, par value \$.01 per share, of Merger Sub (the "Merger Sub Common Stock"), and Merger Sub has no class of capital stock outstanding other than the Merger Sub Common Stock.

FOURTH: At 11:59 on December 31, 2001 (the "Effective Time"), Parent shall merge itself with and into Merger Sub (the "Merger").

FIFTH: The name of the surviving corporation in the Merger shall be Daymon Merger Sub, Inc. (the "Surviving Corporation").

SIXTH: The Certificate of Incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation, until duly amended in accordance with applicable law and the terms thereof, except that at the Effective Time ARTICLE FIRST therein shall be amended as follows:

"FIRST: The name of the Corporation is Daymon Associates, Inc. (the "Corporation")."

SEVENTH: The Merger has been duly approved by unanimous written consent of the Board of Directors of Parent dated as of December 20, 2001. Set forth below is a copy of the resolutions of the Board of Directors of Parent (defined therein as the "Corporation") contained in such unanimous written consent approving and authorizing the Merger:

"RESOLVED, that the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation to change the Corporation's state of incorporation from the State of New York to the State of Delaware (the "Reincorporation"); and further

RESOLVED, that in connection with effecting the Reincorporation, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation to organize a wholly owned subsidiary named "Daymon Merger Sub, Inc." in the State of Delaware ("Merger Sub"); and further

RESOLVED, that in connection with such organization of Merger Sub, the purchase of 100,000 shares of common stock, par value \$.01 per share ("Merger Sub Common Stock"), of Merger Sub at a purchase price of \$.01 per share be, and hereby is, authorized, approved and ratified in all respects; and further

RESOLVED, that, in connection with and for the sole purpose of effecting the Reincorporation, the Board of Directors of the Corporation deems it advisable and in the best interests of the Corporation and its shareholders that the Corporation enter into an Agreement and Plan of Merger between the Corporation and Merger Sub in substantially the form of Annex A to this Consent (the "Merger Agreement"), which provides for, among other things, the Corporation to merge with and into Merger Sub (the "Merger"), and as a result thereof:

- (i) Merger Sub will be the surviving entity in the Merger (the "Surviving Corporation");
- (ii) from and after the Effective Time (as defined below), the corporate name of the Surviving Corporation shall be changed to "Daymon Associates, Inc.";
- (iii) each share of Merger Sub Common Stock outstanding immediately prior to the Effective Time shall be canceled and retired and returned to the status of authorized but unissued shares;
- (iv) each share of Corporation Common Stock (as defined below) that is owned by the Corporation shall be canceled and retired and shall cease to exist and no consideration shall be delivered or deliverable in exchange therefor in the Merger;
- (v) each common share, without par value, of the Corporation (the "Corporation Common Stock"), outstanding at the Effective Time will be

converted automatically into and become 142,857.1429 shares of Merger Sub Common Stock;

(vi) the Certificate of Incorporation of Merger Sub in effect immediately prior to the Effective Time shall be and become the Certificate of Incorporation of the Surviving Corporation, except that the Certificate of Incorporation of the Surviving Corporation shall, upon the Merger, be amended as provided in the Certificate of Ownership and Merger to be filed with the State of Delaware to reflect the name of the Surviving Corporation as "Daymon Associates, Inc.";

(vii) the By-Laws of Merger Sub in effect immediately prior to the Effective Time shall be and become the By-laws of the Surviving Corporation, except that the By-Laws of the Surviving Corporation shall be amended in order to reflect the name of the Surviving Corporation as "Daymon Associates, Inc.";

and further

RESOLVED, that the Merger be, and the same hereby is, approved, authorized, adopted and ratified in all respects; and further

RESOLVED, that the Merger Agreement and the execution and delivery thereof by the Corporation (with such changes therein as the proper officers executing the same shall approve, such approval to be conclusively established by such officer's execution thereof), and the consummation by the Corporation of the transactions contemplated thereby, be, and the same hereby are, approved, authorized, adopted and ratified in all respects; and further

RESOLVED, at any time prior to the consummation of the Merger and notwithstanding any approval of the Merger Agreement by the sole stockholder of the Corporation, the Merger and the Merger Agreement may be terminated by the Board of Directors of the Corporation;

RESOLVED, that the terms of the Merger and the Merger Agreement may be amended at any time prior to the Effective Time with the mutual consent of the Boards of Directors of the Corporation and Merger Sub; provided, however, that the terms of the Merger and the Merger Agreement may not be amended after the Merger Agreement has been adopted by the sole stockholder of the Corporation in any manner which, in the judgment of the Board of Directors of the Corporation, would have a material adverse effect on the rights of such stockholder or in any manner not permitted under applicable law; and further

RESOLVED, that the Merger shall become effective at 11:59 p.m. on December 31, 2001 (the "Effective Time"); and further

RESOLVED, that the proper officers of the Corporation are hereby authorized and empowered to prepare a Certificate of Merger and to file such Certificate of Merger with the Secretary of State of the State of New York in accordance with the applicable laws of the State of New York; and further

RESOLVED, that the proper officers of the Corporation are hereby authorized and empowered to prepare a Certificate of Ownership and Merger and to file the same with the Secretary of State of the State of Delaware in accordance with the applicable laws of the State of Delaware; and further

RESOLVED, that the Board of Directors of the Corporation recommends that the holder of all of the issued and outstanding shares of Corporation Common Stock approve the execution and delivery of the Merger Agreement, and the consummation of the transactions contemplated thereby (the "Stockholder Proposal"); and further

RESOLVED, that the Board of Directors hereby directs that the Stockholder Proposal be submitted to the holder of Corporation Common Stock entitled to vote thereon for his consideration and approval pursuant to the applicable provisions of the Business Corporation Law of the State of New York; and further

RESOLVED, that the proper officers of the Corporation (i.e., the Chairman and the Secretary) be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to take such additional actions and to execute and deliver such additional agreements, documents and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, including, but not limited to, the preparation and execution of the Certificate of Merger in accordance with the applicable laws of the State of New York and the Certificate of Ownership and Merger (setting forth a copy of the resolutions contained herein) in accordance with the applicable law of the State of Delaware, and to file the same with the Secretary of State of the State of New York and the Secretary of State of the State of Delaware, respectively, the authority for the taking of such additional actions and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby; and further

RESOLVED, that all actions heretofore taken by any officer, representative or agent of the Corporation in connection with the matters referenced in the foregoing resolutions, be and the same hereby are, ratified, approved and confirmed in all respects."

EIGHTH: The Merger has been duly adopted, approved, certified, executed and acknowledged by Parent in accordance with the applicable provisions of the New York Business Corporation Law and Section 253 of the Delaware General Corporation Law.

NINTH: The Merger has been duly approved by the unanimous written consent of the Board of Directors of Merger Sub. The consent of the sole stockholder of Merger Sub is not required in order to effectuate the Merger.

TENTH: At the Effective Time, the Surviving Corporation, without further act, deed or other transfer, shall retain or succeed to, as the case may be, and shall possess and be vested with, all the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of each of Parent and Merger Sub. All property of every description and every interest therein of each of Parent and Merger Sub on whatever account shall thereafter be deemed to be held by or transferred to, as the case may be, and vested in, the Surviving Corporation without further act or deed; title to any real estate or any interest therein vested in either of Parent or Merger Sub shall not revert or in any way be impaired by reason of the merger, all the rights of the creditors of each of Parent and Merger Sub shall be preserved unimpaired, and all liens upon the property of each of Parent and Merger Sub shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time the Merger becomes effective; and all debts, liabilities, obligations and duties of Parent and Merger Sub shall thenceforth remain with or attached to, as the case may be, the Surviving Corporation and may be enforced against it to the same extent as if all of the debts, liabilities, obligations and duties have been incurred or contracted by it.

ELEVENTH: A copy of this Certificate of Ownership and Merger and of the Agreement and Plan of Merger is on file at the executive offices of the Surviving Corporation located at:

Daymon Associates, Inc.
700 Fairfield Avenue
Stamford, Connecticut 06902
Attention: Chairman

In addition, a copy of this Certificate of Ownership and Merger and of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request to the Surviving Corporation at its address set forth above and without cost, to any stockholder of either Parent or Merger Sub.

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IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed as of this 27th day of December 2001.

DAYMON ASSOCIATES, INC.,
a New York corporation

By: Brian R. Benson
Name: Brian Benson
Title: Secretary

DAYMON MERGER SUB, INC.,
a Delaware corporation

By: Hilton Sender
Name: Hilton Sender
Title: Chairman

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- First: That at a meeting of the Board of Directors of Daymon Associates,
Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

" FIRST: The name of the Corporation is Daymon Worldwide Inc.
(hereinafter called the "Corporation")

- Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: Brian K. Benson
(Authorized Officer)

NAME: Brian Benson
(Type or Print)