

NYS DEPARTMENT OF STATE - DIVISION OF CORPORATIONS
Statement of Addresses and Directors, Part A

1216380	FILING PERIOD 11/1993	FEE \$50.00
---------	--------------------------	----------------

CORPORATION NAME

MIPON, INC.

1 FARM CORPORATION	<input type="checkbox"/> The corporation is a corporation engaged in the production of crops, livestock, and livestock products on land used in agricultural production (Agriculture and Markets Law Section 301). It is not required to report.		
2 NAME AND BUSINESS ADDRESS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS	NAME	Mr. Seiji Sugino	
	ADDRESS	c/o Kowa Company, Ltd. American Corp. 342 Madison Avenue, #710	
	CITY	New York	STATE NY ZIP + 4 10173
3 ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE	NAME	Mipon, Inc.	
	ADDRESS	342 Madison Avenue, #710	
	CITY	New York	STATE NY ZIP + 4 10173
4 SERVICE OF PROCESS ADDRESS	NAME	Ballon Stoll Bader & Nadler, P.C. c/o T. Blank-Ecker, Esq.	
	ADDRESS	1450 Broadway, 14th fl.	
	CITY	New York	STATE NY ZIP + 4 10018-2263

NYS DEPARTMENT OF STATE - DIVISION OF CORPORATIONS
Statement of Addresses and Directors, Part B

1216380	FILING PERIOD 11/1993	FEE \$50.00
---------	--------------------------	----------------

CORPORATION NAME

MIPON, INC.

(1) NAME AND BUSINESS ADDRESS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

NO ADDRESS ON FILE Mr. Seiji Sugino
 c/o ~~Kowa Company, Ltd.~~ American Corp.
 342 Madison Avenue, Suite 710, New York, NY 10173

(2) ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE

NO ADDRESS ON FILE Mipon, Inc.
 342 Madison Avenue, Suite 710
 New York, NY 10173

(3) SERVICE OF PROCESS ADDRESS

~~NO ADDRESS ON FILE~~ Ballon Stoll Bader & Nadler, PC
 1450 BROADWAY
 NEW YORK NY 10018-2263

93122300 225

MAKE NO MARKS BELOW THIS LINE

(PLEASE SIGN AND DATE ON REVERSE)

DOS-1157 (8/92)

2199311 001216380 305000

IMPORTANT NOTICE

AN 93122300 2285

A New York Corporation which is no longer conducting business should file a Certificate of Dissolution pursuant to section 1003 of the Business Corporation Law, and a foreign corporation no longer conducting business in New York State should file a Surrender of Authority pursuant to section 1310 or a Termination of Existence pursuant to section 1311 of the Business Corporation Law. An inactive corporation continues to accrue tax liability and possible interest and penalties until formally dissolved, surrendered, or terminated. Questions regarding the filing of these certificates should be directed to the NYS Department of State, Division of Corporations, 162 Washington Avenue, Albany, NY 12231-0001 or by calling 518-473-2492. You are also advised to request Publication 110, "Information and Instructions for Termination of Business Corporations" from the Department of Taxation and Finance. Requests for this publication may be made by phone within New York State by calling 1-800-462-8100 or from outside of New York State by calling (518) 438-1073. Mail requests should be addressed to: NYS Department of Taxation & Finance, Taxpayer Assistance Bureau, W. A. Harriman Campus, Albany NY 12227.

Filing Period and Penalty - the filing period is the calendar month during which the original certificate of incorporation or application for authority was filed or the effective date that corporate existence began, if stated in the certificate of incorporation. Failure to timely file this statement will be reflected in the department's records as past due or delinquent and may later subject the corporation to a fine of \$250. See section 409 of the Business Corporation Law.

Filing Fee: The statutory filing fee is \$50. Checks and money orders must be made payable to the "Department of State." DO NOT mail cash.

Send entire form, completed, and with \$50.00 fee, in the self-mailer envelope, to the Department of State, Division of Corporations, 162 Washington Avenue, Albany, NY 12231-0002.

Statement of Addresses and Directors, Part C

IN WITNESS WHEREOF, this certificate has been subscribed this 10 day of Dec, 1993, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

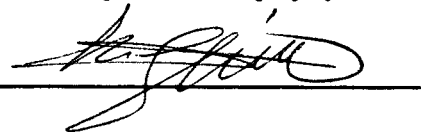
Seiji Sugino

PRINT OR TYPE NAME

President

PRINT OR TYPE TITLE

SIGNATURE



NEW YORK
DEC 23 1993
U

93122300 - 2285

NYS DEPARTMENT OF STATE - DIVISION OF CORPORATIONS

Biennial Statement, Part A

1216380	FILING PERIOD 11/1997	FEE \$9.00
---------	--------------------------	---------------

CORPORATION NAME

MIPON, INC.

1 FARM CORPORATION	<input type="checkbox"/> The corporation is a corporation engaged in the production of crops, livestock, and livestock products on land used in agricultural production (Agriculture and Markets Law Section 301). It is not required to report.		
2 NAME AND BUSINESS ADDRESS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS	NAME	Kiyoyuki Ishikawa	
	ADDRESS	342 Madison Ave. Suite 710	
	CITY	New York	STATE NY ZIP + 4 10173
3 ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE	NAME	Mipon Inc.	
	ADDRESS	342 Madison Ave. Suite 710	
	CITY	New York	STATE NY ZIP + 4 10173
4 SERVICE OF PROCESS ADDRESS	NAME	Arthur E. Lasker c/o Ballon Stoll Bader & Nadler, P.C.	
	ADDRESS	1450 Broadway	
	CITY	New York	STATE NY ZIP + 4 10018

NYS DEPARTMENT OF STATE - DIVISION OF CORPORATIONS

Biennial Statement, Part B

1216380	FILING PERIOD 11/1997	FEE \$9.00
---------	--------------------------	---------------

CORPORATION NAME

MIPON, INC.

- (1) NAME AND BUSINESS ADDRESS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS
 MR. SEIJI SUGINO
 C/O KOWA AMERICAN CORP.
 342 MADISON AVENUE #710
 NEW YORK NY 10173
- (2) ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE
 MIPON, INC.
 342 MADISON AVENUE, #710
 NEW YORK NY 10173
- (3) SERVICE OF PROCESS ADDRESS
 BALLON STOLL BADER & NADLER, P.C.
 C/O T. BLANK-ECKER, ESQ.
 1450 BROADWAY, 14TH FLOOR.
 NEW YORK NY 10018-2263

If there are no changes to the information printed in Part B, please check this box (Do not complete Part A):

Sign and complete Part C on reverse side. Include payment of \$9.00 payable to the Dept. of State

An 97110600 *2263*

MAKE NO MARKS BELOW THIS LINE

(YOU MUST SIGN AND DATE ON REVERSE)

DOS-1179 (9/95)

7199711 001216380 300900

IMPORTANT NOTICE

An 97110600 ²²⁶³

A New York Corporation which is no longer conducting business should file a Certificate of Dissolution pursuant to section 1003 of the Business Corporation Law, and a foreign corporation no longer conducting business in New York State should file a Surrender of Authority pursuant to section 1310 or a Termination of Existence pursuant to section 1311 of the Business Corporation Law. An inactive corporation continues to accrue tax liability and possible interest and penalties until formally dissolved, surrendered, or terminated. Questions regarding the filing of these certificates should be directed to the NYS Department of State, Division of Corporations, Albany, NY 12231-0001 or by calling 518-473-2492. You are also advised to request Publication 110, "Information and Instructions for Termination of Business Corporations" from the Department of Taxation and Finance. Requests for this publication may be made by phone within New York State by calling 1-800-462-8100 or from outside of New York State by calling (518) 438-1073. Mail requests should be addressed to: NYS Department of Taxation & Finance, Taxpayer Assistance Bureau, W. A. Harriman Campus, Albany NY 12227.

Penalty - failure to timely file this statement will be reflected in the department's records as past due or delinquent and may later subject the corporation to a fine of \$250. See section 409 of the Business Corporation Law.

Filing Period - the filing period is the calendar month during which the original certificate of incorporation or application for authority was filed or the effective date that corporate existence began, if stated in the certificate of incorporation.

Filing Fee: The statutory filing fee is \$9.00. Checks and money orders must be made payable to the "Department of State." DO NOT mail cash.

Send entire form, completed, and with \$9.00 fee, in the self-mailer envelope, to the Department of State, Division of Corporations, Albany, NY 12231-0002.

Biennial Statement, Part C

IN WITNESS WHEREOF, this certificate has been subscribed this 23rd day of Oct., 1997, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Kiyoyuki Ishikawa

PRINT OR TYPE NAME OF SIGNER

President

PRINT OR TYPE SIGNER'S TITLE


SIGNATURE OFFICER, DIRECTOR, MANAGER OR OWNER

**STATE OF NEW YORK
DEPARTMENT OF STATE**

FILED NOV 06 1997

BY: R. S. H.

97110600 ²²⁶³

MAKE NO MARKS BELOW THIS LINE

This form does not need to be notarized.

07100900 0049

CERTIFICATE OF MERGER

OF
SANKO REALTY INC., a New York corporation
and
MIPON, INC., a New York Corporation

INTO
KOWA PROPERTIES, INC., a New York corporation

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

The undersigned hereby certify that:

1. The names of the constituent corporations which are to merge are: Sanko Realty Inc., a New York corporation, and Mipon, Inc., a New York corporation (the "Predecessor Corporations"), which are to merge into Kowa Properties, Inc., a New York corporation (the "Surviving Corporation").

2. The Predecessor Corporations have the following numbers of shares of stock outstanding, all of which are of one class, and are common stock:

Sanko Realty Inc. - 18 shares
Mipon, Inc. - 60 shares

The Surviving Corporation has 2 shares of common stock outstanding and 5 shares of preferred, non-voting stock outstanding

3. The certificate of incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the certificate of incorporation of said Surviving Corporation until amended and changed pursuant to the provisions of the Business Corporation Law.

4. The effective date of the merger shall be the date of filing this Certificate of Merger.

5. The certificates of incorporation of the Predecessor Corporations were filed by the Department of State on the following dates:

Sanko Realty Inc. - June 13, 1989
Mipon, Inc. - November 12, 1987

The certificate of incorporation of the Surviving Corporation was filed by the Department of State on March 4, 1982.

00111298;2


071009000049

6. An Agreement and Plan of Merger dated as of October 1, 2007, between the Predecessor Corporations and the Surviving Corporation (the "Merger Agreement") has been duly authorized by the Predecessor Corporations by the written consent of the sole director of each of said Predecessor Corporations, followed by the written consent of the sole shareholder thereof. In addition, the Surviving Corporation has duly authorized the Merger Agreement by the written consent of its sole director, followed by the written consent of its sole shareholder.

IN WITNESS WHEREOF, each of the parties hereto has caused this Certificate of Merger to be executed in its respective name and under its corporate seal by its respective officers thereunto duly authorized, and hereby affirm the foregoing as true under penalties of perjury on this 1st day of October 2007.

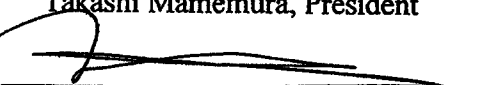
SANKO REALTY INC.

By: 
Takashi Mamemura, President

By: 
Michael Masayoshi Sako, Secretary

MIPON, INC.

By: 
Takashi Mamemura, President

By: 
Michael Masayoshi Sako, Secretary

KOWA PROPERTIES, INC.

By: 
Takashi Mamemura, President

By: 
Michael Masayoshi Sako, Secretary

071009000049

CERTIFICATE OF MERGER

OF

SANKO REALTY INC.

AND

MIPON, INC.

INTO

KOWA PROPERTIES, INC.

Section 904 of the Business Corporation Law

2007 OCT -9 AM 9:02

FILED

Ice
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 09 2007

TAXS _____
Y: *BZ* _____
ny

Filer: Ballon, Stoll, Bader & Nadler, P.C.
14th Floor
1450 Broadway
New York, NY 10018-2268
Cust. Ref#260917CMJ

DRAWDOWN

CSC 45
DRAW DOWN

2007 OCT -5 PM 4:09

RECEIVED

hso