

P99000038983

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

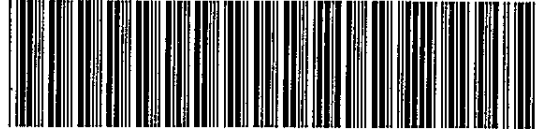
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000040740760

09/10/04--01028--026 **70.00

FILED
04 OCT -5 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FL

Meizer

G. Gonsky OCT 05 2004

DARRYL FOHRMAN

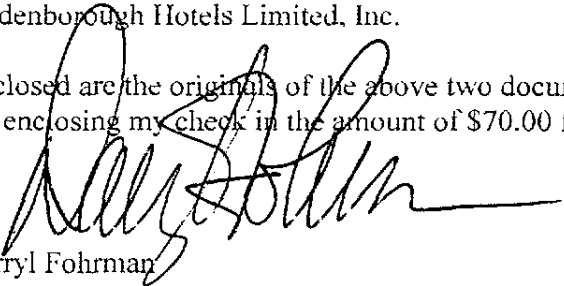
ATTORNEY & MEDIATOR

September 1, 2004

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger and Plan of Merger of Insight Management Systems, Inc. And
Hildenborough Hotels Limited, Inc.

Enclosed are the originals of the above two documents for immediate filing with your office. I
am enclosing my check in the amount of \$70.00 for your filing fee for both of these entities.



Darryl Fohrman



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 17, 2004

DARRYL FOHRMAN
322 ELIZABETH ST.
KEY WEST, FL 33040

SUBJECT: INNSIGHT MANAGEMENT SYSTEMS, INC.
Ref. Number: P99000108994

RECEIVED
04 OCT -5 AM 10:17
DIVISION OF CORPORATIONS

We have received your document for INNSIGHT MANAGEMENT SYSTEMS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You have used the wrong form to file your merger. I have enclosed the correct form for you to complete and resubmit with my letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 004A00055071

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

MILDENBOROUGH Hotels Limited, INC. Florida

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

INSIGHT MANAGEMENT systems, Florida
INC.

FILED
04 OCT -5 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FL

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR N/A (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on AUGUST 31, 2004.

~~The Plan of Merger was adopted by the board of directors of the surviving corporation on~~
~~and shareholder approval was not required.~~

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on AUGUST 31, 2004.

~~The Plan of Merger was adopted by the board of directors of the merging corporation(s) on~~
~~and shareholder approval was not required.~~

(Attach additional sheets if necessary)

1

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

HILTONBOROUGH
Hotels Limited, INC.
ENTERTAINMENT MANAGEMENT
SYSTEMS, INC.

Joe R. Allen
Mark Kiny

JOE ALLEN, President
MARTIN KAY, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Hildenborough Hotels Limited, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

INSIGHT MANAGEMENT SYSTEMS, INC.

FLORIDA

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

SEE ARTICLE FOURTH HEREIN. NO OTHER TERMS AND CONDITIONS.
OTHER THAN EXECUTION OF MERGER DOCUMENTS, AUTHORIZING MINUTES
OF BOTH CORPORATIONS AND TRANSFER OF ALL SHARES OUTSTANDING
OF INSIGHT MANAGEMENT SYSTEMS, INC. AND ALL OTHER
NECESSARY OR REQUIRED DOCUMENTS.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

ALL OF THE INTERESTS, SHARES, OBLIGATIONS AND
SECURITIES OF INSIGHT MANAGEMENT SYSTEMS, INC. SHALL BE
ACQUIRED BY HILDENBOROUGH HOTELS LIMITED, INC. FOR NO
CONSIDERATION. MERGER SHALL BE EFFECTIVE AS OF THE DATE OF FILING
OR ARTICLES OF MERGER & PLAN OF MERGER (if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NONE

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

NONE