P13000073660

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COVER LETTER

TO:	Amendment Sec Division of Corp						
SUBJ	ECT:	AvWor	ks Aviation	Corp).		
			viving Corporation				
The e	nclosed Articles of	f Merger and fee are	submitted for	filing.			
Please	e return all corresp	ondence concerning	this matter to	follow	ring:		
		Dror Svorai					
		Contact Person					
	Vap	or Group, Inc.		·•			
		Firm/Company					
	3901 SW 4	17 Avenue, Suite 4	115				
		Address					
		e, Florida 33314					
	Cit	ty/State and Zip Code					
E	Dror@ -mail address: (to be u	vaporgroup.com used for future annual re	eport notification)	_			
For fu	rther information	concerning this matt	ter, please call	:			
	Dro	r Svorai	At (_	954)	383-0734	
	Name of	Contact Person			Area Code	& Daytime Telephone Number	
V	Certified copy (opt	ional) \$8.75 (Please s	send an addition	al copy	of your do	cument if a certified copy is requ	iested)
	STREET ADDI	RESS:		MA]	ILING A	DDRESS:	
	Amendment Sec			Ame	endment S	Section	
Division of Corporations					orporations		
	Clifton Building				Box 632		
	2661 Executive	Center Circle		Talla	hassee, F	lorida 32314	

Tallahassee, Florida 32301

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, Florida Statutes.

First: The name and jurisdiction of	the surviving corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
AvWorks Aviation Corp.	Florida	P13000073660
Second: The name and jurisdiction	of each merging corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)
Vapor Group, Inc.	Florida	P12000056299
		AH 2
Third: The Plan of Merger is attach	ed.	AH II: 47
Fourth: The merger shall become e Department of State.	ffective on the date the Article	es of Merger are filed with the Florida
	a specific date. NOTE: An effective 0 days after merger file date.)	e date cannot be prior to the date of filing or more
Fifth: Adoption of Merger by survine Plan of Merger was adopted by the Pla		
The Plan of Merger was adopted by to 1/22/2014 and share	he board of directors of the su cholder approval was not requ	
Sixth: Adoption of Merger by merg The Plan of Merger was adopted by		
The Plan of Merger was adopted by to 1/22/2014 and share	he board of directors of the meholder approval was not requ	

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
AvWorks Aviation Corp.	by flastra	Joe Eccles, President
Vapor Group, Inc.		Dror Svorai, President

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PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the <u>surviving</u> corporation:			
Name	<u>Jurisdiction</u>		
AvWorks Aviation Corp.	Florida		
Second: The name and jurisdiction of each <u>mer</u>			
<u>Name</u>	<u>Jurisdiction</u>		
Vapor Group, Inc.	Florida		
Third: The terms and conditions of the merger a	are as follows:		
(See Attached Addendum, "ARTICLE I, Merc	ger and Plan of Reorganization")		

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:

Shares of the merging corporation are being exchanged by its shareholders for a specific number of shares of the Surviving corporation. There are no rights to acquire shares of either corporation into shares of the other.

(Attach additional sheets 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:

Article I shall be amended to: "The name of the corporation shall be Vapor Group, Inc.

Article II shall be amended to: "The address of the corporation shall be 3901 SW 47 Avenue, Suite 415, Davie, Florida 33314.

<u>OR</u>

Restated articles are attached:

Other than the above, the Articles of Incorporation of AvWorks Aviation Corp. shall continue in full force as the Articles of Incorporation of the Surviving Corporation until further amended, altered, or repealed as provided in the Articles or as provided by law.

Other provisions relating to the merger are as follows:

(See Attached Addendum, "ARTICLE I, Merger and Plan of Reorganization")

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ADDENDUM:

ARTICLE I

MERGER AND PLAN OF REORGANIZATION

- 1.1 <u>Plan of Merger</u>. At Closing (as hereinafter defined), the following Plan of Merger of Vapor Group, Inc. (the "Merging Corporation") and AvWorks Aviation Corp. (the "Surviving Corporation"), is adopted pursuant to the Florida Revised Statutes 2013, Section 7, and section 368(a)(1)(A) of the Internal Revenue Code of 1986 as amended:
- a) Vapor Group, Inc. shall be merged with and into AvWorks Aviation Corp., to exist and be governed by the laws of the State of Florida.
- b) The name of the Surviving Corporation shall be "Vapor Group, Inc.", and the headquarters address shall be changed to 3901 SW 47th Avenue, Suite 415, Davie, Florida 33314.
- At Closing, the separate corporate existence of Vapor Group, Inc. shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of VGI and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each Constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- d) The Surviving Corporation will carry on business with the assets of Vapor Group, Inc., as well as with the assets of AvWorks Aviation Corp.
- e) Shareholders shall surrender all their VGI Shares in the manner hereinafter set forth.
- f) In exchange for the VGI Shares, surrendered by Shareholders, the Surviving Corporation will issue and transfer to the Shareholders, on the basis set forth in Section 1.3, the SPLI Shares.
- g) All current shareholders of SPLI will retain their shares as shares of the Surviving Corporation.
- h) The Articles of Incorporation of AvWorks Aviation Corp. shall continue in full force as the Articles of Incorporation of the Surviving Corporation until further amended, altered, or repealed as provided in the Articles or as provided by law.
- 1.2 <u>Results of Merger.</u> The Constituent Corporations hereby agree that the Merging Corporation shall be merged with, and into, the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging

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Corporation shall cease at Closing (as hereinafter defined).

- Share Exchange. At Closing, the method of carrying the merger into effect shall be as follows: all shares of the outstanding common stock of the Merging Corporation will be exchanged for 750,000,000 post 30 for 1 reverse split shares of restricted common stock of the Surviving Corporation; representing 98.81% of the total shares of common stock of the Surviving Corporation after the Closing and after the 30 for 1 reverse split. Any certificates representing the shares of stock of the Merging Corporation shall be surrendered and cancelled on the date of Closing. The then post reverse split outstanding shares of the Surviving Corporation, approximately 759,003,006 (approximately 9,003,006 post split shares plus 750,000,000) shall constitute all of the outstanding common stock in the Surviving Corporation.
- 1.4 <u>Approval of Shareholder; No Material Changes.</u> Pursuant to applicable statutory provisions, this merger requires the approval of the shareholders of each of the Surviving Corporation and the Merging Corporation. The conditions of the applicable statutes of the State of Florida have been complied with as follows:
- a) The shareholders of the Surviving Corporation and the Merging Corporation have approved any increase in the number and kind of outstanding shares of capital stock of the Surviving Corporation outstanding connected to this merger; and
- b) This Agreement does not conflict with or make changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation.
- 1.5 <u>Record Date of Merger.</u> The record date of the Merger shall be the Effective Date of this Agreement.
- 1.6 <u>Exemption from Registration.</u> The parties hereto intend that all SPLI Shares shall be restricted pursuant to Rule 144, and exempt from the registration requirements of the Securities Act of 1933, as amended.

END -

2			