

478888



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 364346 7135588

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pzyt*

ORDER DATE : September 3, 1999

ORDER TIME : 1:34 PM

ORDER NO. : 364346-010

CUSTOMER NO: 7135588

000002978850-2

CUSTOMER: Nicholas M. Daniels, Esq  
Therrel Baisden, P.a.  
Suntrust International Center  
One S.e. 3rd Ave. Suite 2400  
Miami, FL 33131

ARTICLES OF MERGER

HUELEN, INC.

INTO

ATHENS HOTELS, INC.

FILED

99 SEP 21 PM 2:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

99 SEP -3 PM 2:28

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX            CERTIFIED COPY  
           PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*Cindy Harris* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT original Inc.  
DATE 9/21/99  
DOC. EXAM SP

S. PAYNE SEP 21 1999

*File 2nd*

**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**HUELEN, INC., a FL corp., P99000081537**

**INTO**

**ATHENS HOTELS, INC., a Florida entity, 478888**

File date: September 21, 1999

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 7, 1999

CSC  
Attn: Janna Wilson  
Tallahassee, FL

SUBJECT: ATHENS HOTELS, INC.  
Ref. Number: 478888

We have received your document for ATHENS HOTELS, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

This is a file second. As the articles of incorporation for HUELEN, INC. were rejected earlier today, I am returning the merger which cannot be filed.

When returning the merger, please forward a copy of the plan of merger.

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) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 899A0004420

RECEIVED

99 SEP 13 PM 1:23

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED

99 SEP -8 AM 9:49

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RESUBMIT**

Please give original  
submission date as file date.



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

364346  
**RESUBMIT**

Please give original  
submission date as file date.

September 20, 1999

CSC

Attn: Janna Wilson  
Tallahassee, FL

SUBJECT: ATHENS HOTELS, INC.  
Ref. Number: 478888

\* Cindy Harris  
Called -  
cannot file on  
9-3 as merger was  
not adopted until  
9/4/99

We have received your document for ATHENS HOTELS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per our phone conversation today regarding the plan of merger, I am returning this document.

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) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 599A00045940

9/21/99

Susan,

The plan is now attached please file  
using file date of 9/3/99, when doc  
submitted.

Thank you

Cindy Harris

RECEIVED  
SEP 21 AM 11:21  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

FILED

99 SEP 21 PM 2:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The undersigned corporations, ATHENS HOTELS, INC., being validly and legally formed under the laws of the State of Florida, HUELEN, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving corporation is ATHENS HOTELS, INC. and it is to be governed by the laws of the State of Florida.

3. The principal office of the surviving corporation shall be 131 SE 1<sup>ST</sup> Street Miami, Florida 33131.

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

5. The Plan of Merger will become effective upon the filing of these Articles of Merger with the Secretary of State of Florida.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of ATHENS HOTELS, INC., a Florida corporation on the 4<sup>th</sup> day of September, 1999.

7. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of HUELEN, INC., a Florida corporation on the 4<sup>th</sup> day of September, 1999.

8. As to each of the undersigned corporations, the number of shares outstanding and the total number of shares voted for and against such Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Outstanding Shares</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
ATHENS HOTELS, INC.	7,500	7,500	0
HUELEN, INC.	1,000	1,000	0

9. The Plan of Merger calls for cancellation of the issued shares of HUELEN, INC., a Florida corporation, which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto. The issued shares of ATHENS HOTELS, INC., a Florida corporation, shall not be affected by this merger.

ATHENS HOTELS, INC.  
a Florida Corporation

HUELEN, INC., a Florida  
Corporation

By: \_\_\_\_\_

Juan Papadopoulos,  
President

By: \_\_\_\_\_

Juan Papadopoulos,  
President

Attest: \_\_\_\_\_

Patricia Papadopoulos,  
Secretary

Attest: \_\_\_\_\_

Patricia Papadopoulos,  
Secretary

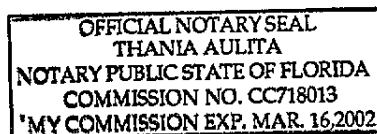
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

PERSONALLY, appeared before me, the undersigned authority, Juan Papadopoulos, who acknowledged to and before me that he is President of ATHENS HOTELS, INC., and HUELEN, INC., Florida corporations, and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced a <sup>License</sup> Florida Drivers as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 1<sup>st</sup> day of September, 1999.

Thania Aulita  
Notary Public

My Commission Expires:



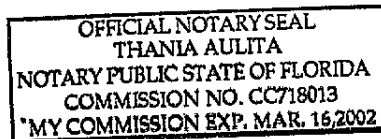
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

PERSONALLY, appeared before me, the undersigned authority, Patricia Papadopoulos, who acknowledged to and before me that she is Secretary of ATHENS HOTELS, INC., and HUELEN INC., Florida corporations, and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. ~~She was personally known to me or produced~~ <sup>A Florida Drivers</sup> ~~as~~ <sup>license</sup> identification.

WITNESS my hand and official seal in the County and State last aforesaid this 1<sup>st</sup> day of September, 1999.

Thania Aulita  
Notary Public

My Commission Expires:



W:\PAPADOPU\Merger\Articles.wpd

## **AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT**, made and entered into this 1st day of September, 1999 by and between **HUELEN, INC.** a Florida corporation and **ATHENS HOTELS, INC.**, a Florida corporation, sometimes hereinafter collectively referred to as the "Constituent Corporations".

### **RECITALS**

A. The Stockholders and Board of Directors of the Constituent Corporations have deemed it advisable that **HUELEN, INC.** hereinafter also referred to as the "Disappearing Corporation," be merged into **ATHENS HOTELS, INC.**, a Florida corporation, hereinafter referred to as the "Surviving Corporation" under the laws of the State of Florida, and

B. **ATHENS HOTELS, INC.** duly organized and existing under the laws of the State of Florida, having been incorporated on the 24<sup>TH</sup> day of June 1975, has an authorized capital stock consisting of Seven Thousand Five Hundred (7500) shares of \$1.00 par value, of which there are now issued and outstanding 7500 shares of said stock.

C. **HUELEN, INC.** duly organized and existing under the laws of the State of Florida, having been incorporated on the 3rd day of September 1999 has an authorized capital stock consisting of One Thousand (1000) shares of \$1.00 par value, of which there are now issued and outstanding 1,000 shares of said stock.

**NOW, THEREFORE**, in consideration of the promises and mutual agreements hereinafter contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

#### **1. Recitals.**

The above recitals are true and correct and incorporated herein.



2. Agreement of Merger.

A. It is hereby agreed that HUELEN, INC., a Florida corporation, shall merge into ATHENS HOTELS, INC., a Florida corporation, which shall become the "Surviving Corporation. The Articles of Incorporation of ATHENS HOTELS, INC., a Florida corporation, shall remain unchanged.

B. The surviving corporation agrees to pay to the dissenting shareholders of either constituent corporation complying with the terms of Section 607.1101 of the Florida Statute, the fair value of their shares.

3. Principal Office of Surviving Corporation.

The principal office of ATHENS HOTELS, INC. the Surviving Corporation, shall remain at 131 SE 1<sup>st</sup> Street Miami, Florida, 33131

4. Capitalization of Surviving Corporation.

The capitalization of the Surviving Corporation, ATHENS HOTELS, INC., shall remain as is presently authorized, that is, Seven Thousand Five Hundred (7500) shares of \$1.00 par value common stock.

5. Officers and Directors of Surviving Corporation.

The officers and directors of the Surviving Corporation shall be as follows:

Juan Papadopoulos - Director/President  
Juan E. Papadopoulos - Director/Vice President  
Patricia Papadopoulos - Secretary  
Constantino Papadopoulos - Director

6. Registered Agent of Surviving Corporation.

The Registered Agent of the Surviving Corporation shall be as follows:

Juan Papadopoulos  
131 SE 1<sup>st</sup> Street  
Miami, Florida, 33131

7. Conveyance of Assets; Assumption of Liabilities.

A. The Disappearing Corporation hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all property, real and personal, of the Disappearing Corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers of the Disappearing Corporation have been authorized and directed to take any and all actions that may be necessary to effect such transfers, conveyances and assignments to carry out the purpose of such merger.

B. All assets and interests of any kind whatsoever of the Disappearing Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation, and the title of any and all property shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it.

8. Ratification by Stockholders and Directors.

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the Stockholders and Directors of each of the Constituent Corporations.

9. Mode of Effecting Merger.

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows;

A. Each share of \$1.00 par value common stock of HUELEN, INC. issued and outstanding on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the shareholder, be completely canceled. The Disappearing Corporation owns Five Thousand Four Hundred (5,400) shares of \$1.00 par value common stock. Such shares of capital stock of the Surviving Corporation pursuant to this merger shall be reissued proportionately to the shareholders of the Disappearing Corporation.

B. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Disappearing Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

C. Holders of certificates of common stock of the Disappearing Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates

have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

**10. Abandonment of Merger.**

This plan of merger may be abandoned by action of the board of directors of either the Surviving or the Disappearing Corporation at any time prior to the effective date on the happening of either of the following events:

A. If the merger is not approved by the stockholders of either the Surviving Corporation or the Disappearing Corporation on or before April 15, 1999.

B. If, in the judgement of the board of directors of either the Surviving Corporation or the Disappearing Corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

**11. Effective Date of Merger.**

A. This Merger shall become effective on the date this Agreement or Articles of Merger is filed in the office of the Secretary of State of Florida.

B. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of this Agreement of Merger, or as continued by statute. All of the rights, privileges, Powers, franchises, property and assets of every kind and description of the Disappearing Corporation, shall be vested in and be held and enjoyed by the Surviving Corporation.

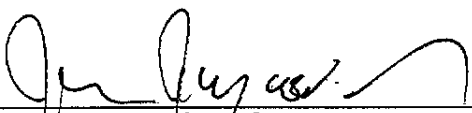
{SIGNATURE PAGE FOLLOWING}

{SIGNATURE PAGE TO  
AGREEMENT OF MERGER BETWEEN  
ATHENS HOTELS, INC.  
AND  
HUELEN, INC.

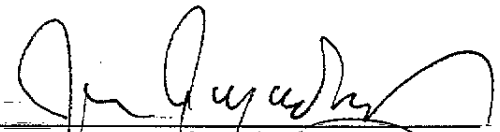
IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereby by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of each corporation.

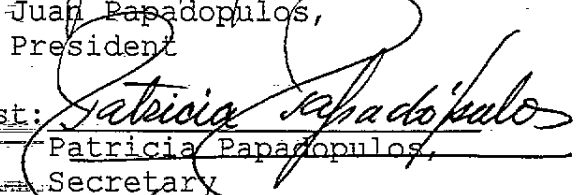
ATHENS HOTELS, INC.  
a Florida Corporation

HUELEN, INC., a Florida  
Corporation

By:   
Juan Papadopoulos,  
President

Attest:   
Patricia Papadopoulos,  
Secretary

By:   
Juan Papadopoulos,  
President

Attest:   
Patricia Papadopoulos,  
Secretary