

662449

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

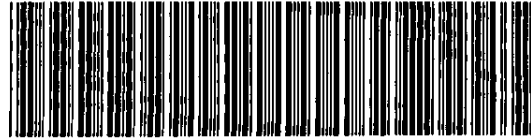
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700189056567

12/29/10--01034--012 \*\*70.00

FILED

2010 DEC 29 AM 9:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-31-10

Merger

TB

1-5-11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** M. K. Tours Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

David da Silva Cornell  
Contact Person

Tew Cardenas LLP  
Firm/Company

1441 Brickell Ave., 15<sup>th</sup> Floor  
Address

Miami, FL 33131  
City/State and Zip Code

dcornell@tewlaw.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David da Silva Cornell  
Name of Contact Person

At ( 305 ) 539.2462  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE

12-31-10

**ARTICLES OF MERGER  
OF  
M.K. CRUISES INC. WITH AND INTO M. K. TOURS INC.**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes.

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

M. K. Tours Inc., a Florida corporation, with Document Number 662449.

**Second:** The name and jurisdiction of the merging corporation are:

M.K. Cruises Inc., a Florida corporation, with Document Number P06000138602.

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on December 31, 2010.

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation by unanimous written consent dated December 14, 2010.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation by unanimous written consent dated December 14, 2010.

**Seventh:** The signatures of the officer of the surviving corporation and of the officer of the merging corporation who are each duly authorized to sign these Articles of Merger on behalf of the respective corporation are set forth below:

M. K. TOURS INC.

By: 

Maria A. Cachaldora  
President

M.K. CRUISES INC.

By: 

Maria A. Cachaldora  
President

FILED  
2010 DEC 29 AM 9:19  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**PLAN OF MERGER  
OF  
M.K. CRUISES INC. WITH AND INTO M. K. TOURS INC.**

The following Plan of Merger is submitted in compliance with Section 607.1101 of the Florida Statutes.

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

M. K. Tours Inc., a Florida corporation, with Document Number 662449.

**Second:** The name and jurisdiction of the merging corporation are:

M.K. Cruises Inc., a Florida corporation, with Document Number P06000138602.

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

This Plan of Merger and the corresponding Articles of Merger shall be (a) adopted by the sole director of the surviving corporation and by the sole director of the merging corporation and recommended by each of them to the shareholders of the respective corporation for adoption by such shareholders, (b) unanimously approved by such shareholders, and (c) filed with the Secretary of State of Florida not later than December 31, 2010.

**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:

Given that the shareholders of the surviving corporation are identical with the shareholders of the merging corporation, and that prior to the merger each such shareholder holds the same percentage of ownership in each of the corporations, no new shares of the common stock of the surviving corporation, nor any other obligations or securities, shall be issued upon the merger, nor shall any existing such shares be transferred. The shares of the common stock of the surviving corporation issued and outstanding prior to the merger, evidenced by the pre-merger stock certificates thereof, shall suffice to represent the shareholders' respective ownership of the post-merger surviving corporation. No separate rights to acquire shares of either corporation existing, no provision is made for conversion of such rights. Immediately after the merger, each of the shareholders of the surviving corporation shall own the same number of shares of such corporation as such shareholder owned immediately before the merger, out of a total number of issued and outstanding shares that is the same immediately after the merger as immediately before the merger.

[End of Plan of Merger.]