

# 662449

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

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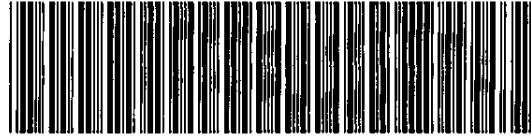
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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EFFECTIVE DATE  
12-31-10

FILED  
2010 DEC 29 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Share Exchange

TB 1-5-11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** M. K. Tours Inc. and MK Media Corp  
Name of ~~Surviving~~ <sup>Acquiring</sup> Corporation and Acquired Corporation

The enclosed Articles of <sup>Stock Exchange</sup> ~~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 At (305) 539.2462  
Name of Contact Person 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 SHARE EXCHANGE  
BETWEEN  
MK MEDIA CORP AND M. K. TOURS INC.

FILED  
2010 DEC 29 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Share Exchange 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 corporation that is acquiring shares of the other corporation are:

M. K. Tours Inc., a Florida corporation, with Document Number 662449 (the "acquiring corporation").

**Second:** The name and jurisdiction of the corporation the shares of which are being acquired by M. K. Tours Inc. are:

MK Media Corp, a Florida corporation, with Document Number P01000100479 (the "acquired corporation").

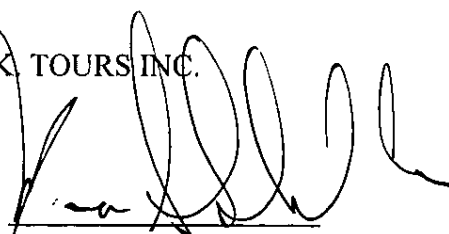
**Third:** The Plan of Share Exchange is attached.

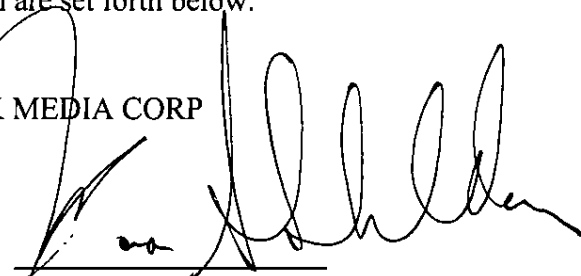
**Fourth:** The share exchange shall become effective on December 31, 2010.

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

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

**Seventh:** The signatures of the officer of the acquiring corporation and of the officer of the acquired corporation who are each duly authorized to sign these Articles of Share Exchange on behalf of the respective corporation are set forth below:

M. K. TOURS INC.  
By:   
Maria A. Cachaldora  
President

MK MEDIA CORP  
By:   
Maria A. Cachaldora  
President

**PLAN OF SHARE EXCHANGE  
BETWEEN  
MK MEDIA CORP AND M. K. TOURS INC.**

The following Plan of Share Exchange is submitted in compliance with Section 607.1102 of the Florida Statutes.

**First:** The name and jurisdiction of the corporation that is acquiring shares of the other corporation are:

M. K. Tours Inc., a Florida corporation, with Document Number 662449 (the "acquiring corporation").

**Second:** The name and jurisdiction of the corporation the shares of which are being acquired by M. K. Tours Inc. are:

MK Media Corp, a Florida corporation, with Document Number P01000100479 (the "acquired corporation").

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

This Plan of Share Exchange and the corresponding Articles of Share Exchange shall be (a) adopted by the sole director of the acquiring corporation and by the sole director of the acquired 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 exchanging the shares to be acquired into shares, obligations, or other securities of the acquiring corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of exchanging rights to acquire shares of the corporation to be acquired for rights to acquire shares, obligations, or other securities of the acquiring or any other corporation or, in whole or in part, for cash or other property are as follows:

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

[End of Plan of Share Exchange.]