

F11000003796

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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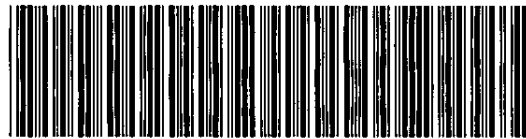
(Business Entity Name)

(Document Number)

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14 JAN -6 PM 2:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Allied T Pro Nevada, Inc.

Name of Corporation

DOCUMENT NUMBER: F11000003796

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephen G. Phillips

Name of Contact Person

AlliedTPro

Firm/Company

500 Seventh Ave - 9th FL

Address

New York, NY 10018

City/State and Zip Code

stephen.phillips@alliedtpro.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephen G. Phillips

Name of Contact Person

at (212) 596-1069

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
14 JAN - 6 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F11000003796

(Document number of corporation (if known))

1. Allied T Pro Nevada, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Nevada

(Incorporated under laws of)

3. 09/21/2011

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 01/01/2014

5. Kuoni Destination Management USA Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

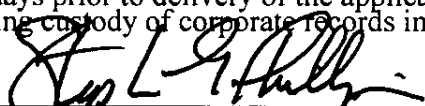
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Stephen G. Phillips

(Typed or printed name of person signing)

Secretary

(Title of person signing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



140103



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4620
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number
	20130834069-76
	Filing Date and Time
	12/20/2013 12:30 PM
	Entity Number
	E0012482006-0

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

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Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Kuoni Destination Management Inc.

Name of merging entity

Delaware

Jurisdiction

corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Allied T Pro Nevada, Inc.

Name of surviving entity

Nevada

Jurisdiction

corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 2

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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.180):

Attn:

c/c:

- 3) Choose one:

- ☒ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- ☐ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

- 4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- ☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

- (a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable



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Articles of Merger

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Page 3

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(b) The plan was approved by the required consent of the owners of *:

Kuoni DestinationManagement Inc.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Allied T Pro Nevada, Inc.

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



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Articles of Merger

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Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Name of surviving entity, if applicable



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

Article 1. The name of the corporation shall be "Kuoni Destination Management USA Inc."

6) Location of Plan of Merger (check a or b):



(a) The entire plan of merger is attached;

or,



(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: January 1, 2014

Time: 12:00 AM

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.



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Articles of Merger

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Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Kuoni Destination Management Inc.

Name of merging entity

X

Signature

CEO

Title

12/17/2013

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

and,

Allied T Pro Nevada, Inc.

Name of surviving entity

X

Signature

CEO

Title

12/17/2013

Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

STATE OF NEVADA
AGREEMENT AND PLAN OF MERGER
between
ALLIED T PRO NEVADA, INC.
A Nevada Corporation
and
KUONI DESTINATION MANAGEMENT INC.
A Delaware Corporation

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into as of the 17th day of December 2013, but effective as of the Effective Date indicated below, and is entered into by and between:

ALLIED T PRO NEVADA, INC., a Nevada corporation, herein the "Surviving Corporation",
and

KUONI DESTINATION MANAGEMENT INC., a Delaware corporation, herein the "Disappearing Corporation".

In consideration of the mutual promises and covenants contained in this Agreement, the parties agree as follows:

Effective Date The effective date ("Effective Date") of this merger ("Merger") shall be January 1, 2014.

Statutory Merger On the Effective Date, the Disappearing Corporation shall be merged with and into the Surviving Corporation in accordance with Section 92A.190, *et seq.* of the Nevada Private Corporations Act. The parties hereto intend a "statutory merger", and that the Merger shall qualify as a tax free reorganization under the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

Effect of Merger

It is the intent of this Agreement that:

A. The Surviving Corporation shall continue to own and possess all of its capital, assets and property of every description and every interest, wherever located, including the rights, privileges, immunities, powers, franchises, tax credits and other tax attributes and authority (which shall not be transferred as a result of the Merger), and in no event shall the Merger effectuate, or be treated as effectuating any transfer of Surviving Corporation's personal

property, real property, leasehold of any kind, or of its tax status or any other tax attribute, benefit or authority;

B. The Surviving Corporation shall own and possess the Disappearing Corporation's capital, assets and property of every description and every interest, wherever located, including the rights, privileges, immunities, powers, franchises, tax credits (to the extent transferable) and other tax attributes, benefits and authority;

C. All obligations of the Surviving Corporation shall continue to be and constitute the obligations of the Surviving Corporation;

D. All obligations of the Disappearing Corporation shall become the obligations of the Surviving Corporation, without further act or deed;

E. All creditors' rights and all liens on any property of the Disappearing Corporation shall be preserved unimpaired, and any existing claim or pending action or proceeding by or against the Disappearing Corporation may be prosecuted to judgment with right of appeal, as if the Merger had not taken place.

F. The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State of Delaware shall mail any such process to the surviving corporation at 500 Seventh Avenue - 9th Floor, New York, New York 10018.

Name Change Upon the Merger's Effective Date, the Articles of Incorporation in Nevada of the Surviving Corporation shall be amended so that the name of the Surviving Corporation shall be "Kuoni Destination Management USA Inc."

Further Actions If, after the Merger's Effective Date, the Surviving Corporation shall determine that further conveyances, agreements, documents, instruments, assurances of law, or any other things are necessary or desirable to vest, perfect, confirm, or record in the Surviving Corporation the title to any property, leases, rights, privileges, powers, and franchises of the Disappearing Corporation, or to otherwise carry out the provisions of this Agreement, the appropriate directors and officers last in office in Disappearing Corporation shall (a) execute and deliver, on the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments, and assurances of law and (b) do all things necessary or proper to vest, perfect, or confirm title to the Surviving Corporation's property, lease, rights, privileges, powers, and franchises and otherwise to carry out the provisions of this Agreement.

Articles of Incorporation The Articles of Incorporation of the Surviving Corporation in effect immediately before the Effective Date shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation as of the Effective Date and after the Merger, with no amendments as a result of the Merger except as may be included herein.

Bylaws The Bylaws of the Surviving Corporation in effect immediately before the Effective Date shall be the governing Bylaws of the Surviving Corporation as of the Effective Date and after the Merger, with no amendments as a result of the Merger.

Directors and Officers The directors and officers of the Surviving Corporation as of the Effective Date and after the Merger shall be as follows:

Director / Chairman	Peter Meier
Director / Vice Chairman	Stefan Leser
Director	Yasser Noman
Director	Mark Morello
President & Chief Executive Officer	Mark Morello
Chief Financial Officer	Mark Morello
Secretary	Stephen G. Phillips

Share Conversion On the Effective Date each share of stock of the Disappearing Corporation that is outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any additional action on the part of any party hereto, be canceled, extinguished and surrendered to the Surviving Corporation; and all of the stock in the Surviving Corporation existing prior to the Merger shall remain outstanding stock in the Surviving Corporation following the Merger. No consideration of any type will be given for the Disappearing Corporation's equity.

Conditions to the Merger This Agreement shall have been duly adopted, authorized and approved by the Board of Directors and the Shareholders of both the Surviving Corporation and the Disappearing Corporation, and by the Board of Directors and Shareholders of the common parent of the Surviving Corporation and the Disappearing Corporation, namely KUONI HOLDING DELAWARE, INC., a Delaware corporation (the "Parent Corporation"), which Parent Corporation owns one hundred (100%) percent of all shares of stock of each said corporation outstanding immediately prior to the Effective Date of the Merger. The execution of this Agreement by the respective authorized signatories below confirms compliance with these conditions.

Termination Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be terminated and abandoned at any time before the Effective Date, whether before or after adoption and approval of this Agreement, by the vote of either

the board of directors of the Surviving Corporation or the board of directors of the Disappearing Corporation or the board of directors of the Parent Corporation. In the event of such termination and abandonment, this Agreement shall forthwith become void, and no party hereto, nor its respective officers, directors or stockholders, shall have any liability hereunder.

No Third-Party Beneficiaries Except as otherwise specifically provided in this Agreement, nothing expressed or implied in this Agreement is intended or shall be construed to confer on or give any person, firm, or corporation, other than the Surviving Corporation, the Disappearing Corporation and the Parent Corporation and their respective shareholders, any rights or remedies under or by reason of this Agreement.

Address The address for all mailings and other communications relating to this Agreement is c/o AlliedTPro, 500 Seventh Avenue – 9th Floor, New York, NY 10018; Attention: Stephen G. Phillips, Esq., Secretary and General Counsel.

Governing Law This Agreement shall be governed by, and construed in accordance with, the laws of the State of Nevada, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

Counterparts This Agreement may be in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.

IN WITNESS WHEREOF, the undersigned have duly adopted, authorized and approved this Agreement as of the date first written above.

ALLIED T PRO NEVADA, INC.

By: Mark Morello

Name: Mark Morello

Title: CEO

Duly Authorized by Its (sole) Owner and its Board of Directors

By: Stephen G. Phillips

Name: Stephen G. Phillips

Title: Secretary

Duly Authorized by Its (sole) Owner and its Board of Directors

KUONI DESTINATION MANAGEMENT INC.

By: Mark Morello

Name: Mark Morello

Title: CEO

Duly Authorized by Its (sole) Owner and its Board of Directors

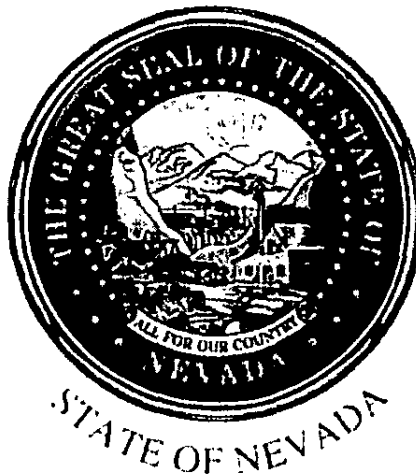
By: Stephen G. Phillips

Name: Stephen G. Phillips

Title: Secretary

Duly Authorized by Its (sole) Owner and its Board of Directors

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

KUONI DESTINATION MANAGEMENT USA INC.

Nevada Business Identification # NV20061407008

Expiration Date: January 31, 2014

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

This license shall be considered valid until the expiration date listed above unless suspended or revoked in accordance with Title 7 of Nevada Revised Statutes.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the Great Seal of State,
at my office on December 23, 2013

A handwritten signature in dark ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

This document is not transferable and is not issued in lieu of any locally-required business license, permit or registration.

Please Post in a Conspicuous Location

**You may verify this Nevada State Business License
online at www.nvsos.gov under the Nevada Business Search.**