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**MERGER OR SHARE EXCHANGE**

**HOTOGOMB USA, INC.**

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STATE OF FLORIDA - STATE OF DELAWARE  
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**ARTICLES OF MERGER  
FOR HOTOGOMB USA, INC., A FLORIDA CORPORATION  
(THE "SURVIVING CORPORATION"), TAMSWISS INC., A DELAWARE  
CORPORATION AND BKI - TAMPA, INC., A FLORIDA CORPORATION (THE  
"MERGING CORPORATIONS")**

Pursuant to Section 607.1101 to Section 607.1107, Florida Statutes, and Title 8, Section 252 of the Delaware Code, the undersigned, as the Surviving Corporation and the Merging Corporations in the merger described herein, hereby submit the following information:

(1) The name of the surviving corporation shall be HOTOGOMB USA, INC., a Florida corporation.

(2) Attached hereto as Exhibit 1 and made a part hereof is a copy of the Plan of Merger (the "Plan of Merger") for the merger described herein.

(3) The shareholders and directors of the Surviving Corporation approved and adopted the Plan of Merger by unanimous action by consent of its shareholders and directors dated the 9th day of August, 2006, executed in accordance with the requirements of Chapter 607, Florida Statutes.

(4) The shareholders and directors of TAMSWISS, INC, one of the Merging Corporations, approved and adopted the Plan of Merger by unanimous action by consent of its shareholders and directors dated the 9th day of August, 2006, in accordance with the requirements of Chapter 607, Florida Statutes.

(5) The shareholders and directors of BKI-TAMPA, INC, one of the Merging Corporations, approved and adopted the Plan of Merger by unanimous action by consent of its shareholders and directors dated the 9th day of August, 2006, in accordance with the requirements of Chapter 607, Florida Statutes.

(6) The effective date of the merger shall be as of the date these Articles of Merger are filed in Florida.

**As to Delaware:**

(7) A copy of the Plan of Merger and Articles of Merger (collectively, the "Agreement of Merger") will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporations.

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(8) The executed Agreement of Merger is on file at the office of the Surviving Corporation at such address as provided below.


(9) 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 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 services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at c/o David A. Webster, Esq., Webster, Chaires & Partners, P.L., 450 N. Wymore Road, Winter Park, Florida 32789.

IN WITNESS WHEREOF, said Surviving Corporation and each of the Merging Corporations have caused this certificate to be signed by an authorized officer, the 9th day of August, 2006.


HOTOGOMB USA, INC.  
a Florida corporation

By:   
As its: President

TAMSWISS INC.  
a Delaware corporation

By:   
As its: President

BKI - TAMPA, INC.  
a Florida corporation

By:   
As its: President

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**EXHIBIT 1**

**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan of Merger") is made and entered into as of this 9th day of August, 2006, by and among, HOTOGOMB USA, INC., a Florida corporation (the "Surviving Corporation") and TAMSWISS INC., a Delaware corporation, and BKI - TAMPA, INC., a Florida corporation (the "Merging Corporations"), under the following circumstances:

(A) HOTOGOMB USA, INC. was a corporation originally organized and existing under the laws of the State of Delaware, but has since has been domesticated in Florida and currently exists under the laws of the State of Florida.

(B) TAMSWISS INC. is a corporation duly organized and existing under the laws of the State of Delaware.

(C) BKI - TAMPA, INC. is a corporation duly organized and existing under the laws of the State of Florida.

(D) The shareholders and directors of HOTOGOMB USA, INC., the Surviving Corporation, have adopted this Plan of Merger by unanimous Action by Consent dated the 9th day of August, 2006.

(E) The shareholders and directors of TAMSWISS INC., a Merging Corporation, have adopted this Plan of Merger by unanimous Action by Consent dated the 9th day of August, 2006.

(F) The shareholders and directors of BKI - TAMPA, INC., a Merging Corporation, have adopted this Plan of Merger by unanimous Action by Consent dated the 9th day of August, 2006.

NOW THEREFORE, in consideration of the promises and agreements contained herein, the parties hereto agree as follows:

(1) The Merging Corporations shall be merged into HOTOGOMB USA, INC., a Florida corporation, which shall be the surviving corporation.

(2) At the effective date and time of the merger contemplated herein (the "Merger"): (1) the Merging Corporations shall be merged into Surviving Corporation, (2) the separate company existence of the Merging Corporations shall cease, (3) Surviving Corporation shall continue in existence without the necessity of other transfers or assumptions, (4) Surviving Corporation shall

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succeed to and possess all of the assets, properties, amenities, powers, franchises, and authority of a public, as well as private nature, of the Merging Corporations, and (5) Surviving Corporation shall assume and be subject to all of the liabilities, obligations, debts, and duties of the Merging Corporations.

(3) At the effective date and time of the Merger, all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to the Merging Corporations shall be transferred to and vested in Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in the Merging Corporations shall be thereupon vested in Surviving Corporation, without right of reversion or impairment.

(4) Notwithstanding the foregoing, if, at any time, Surviving Corporation shall deem it appropriate or be advised that further assignments, conveyances, or assurances are necessary or desirable to carry out the provisions hereof, the proper officers of the Merging Corporations as of the effective date and time of the Merger, or in their absence, an officer of the Surviving Corporation (who is hereby made an authorized agent of the Merging Corporations to act on their behalf's to sign and deliver any such necessary documents) shall execute and deliver any and all proper deeds, assignments, and assurances, and shall do all things necessary or proper to carry out the provisions and intent of this Plan of Merger.

(5) (a) Each Share of each of the Merging Corporations that is issued and outstanding shall be deemed cancelled, and no longer outstanding, as of the effective date of the Merger, by virtue of the Merger and without action of the Shareholder or the Merging Corporation, in recognition that each of the corporations are wholly owned by the same sole shareholder. As such, the outstanding certificate for the Surviving Corporation shall continue to represent one hundred percent (100%) of the ownership of the Surviving Corporation after the Merger is completed.

(b) No further action shall be required regarding the previously outstanding certificates for the shares of the Merged Corporations, and outstanding certificate of the Surviving Corporation shall be the only outstanding shares.

(6) The Merger shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State.

(7) The Articles of Incorporation and the Bylaws of Surviving Corporation shall remain in effect as the continuing Articles and Bylaws of Surviving Corporation, until amended or changed as provided for in the Bylaws of Surviving Corporation.

(8) Upon completion of the Merger, the officers of the Merged Corporations shall take such action, if any, necessary to complete the termination of the separate existence of such corporations, including, as necessary, filing of merger documents in accordance with the corporate

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laws of the State of Delaware.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed in their corporate name as of the date and year first written above.

HOTOGOMB USA, INC.,  
a Florida corporation

TAMSWISS INC.,  
a Delaware corporation

By:   
Beat M. Kahli, President

By:   
Beat M. Kahli, President

BKI - TAMPA, INC.,  
a Florida corporation

By:   
Beat M. Kahli, President

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