

P07000066409

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MERGER OR SHARE EXCHANGE

HDH TELECOMMUNICATIONS, INC.

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NO. 255 P. 2
Florida Dept of State

RESUBMIT

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June 11, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HDH TELECOMMUNICATIONS, INC.
496 NORTH LAKE WAY
PALM BEACH, FL 33480

SUBJECT: HDH TELECOMMUNICATIONS, INC.
REF: P07000066909

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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) 245-6957.

Pamela Smith
Document Specialist

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Florida NO. 259 Sept P. 2 State



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June 11, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HDB TELECOMMUNICATIONS, INC.
496 NORTH LAKE WAY
PALM BEACH, FL 33480

SUBJECT: HDB TELECOMMUNICATIONS, INC.
REF: P07000066909

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Pamela Smith
Document Specialist

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Letter Number: 007A00039363

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HDH Telecommunications, Inc.	Florida	P07000066909

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HDH Telecommunications, Inc.	New York	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on June 8, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 8, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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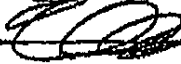
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Seventh: Signature(s) for Each Party:

Names of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
HDH TELECOMMUNICATIONS, INC.		KENNETH A. HOROWITZ, PRES.
HDH TELECOMMUNICATIONS, INC.		KENNETH A. HOROWITZ, PRES.

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PLAN OF MERGER

This is an Agreement, entered into on June 8, 2007, by and between HDH Telecommunications, Inc., a New York business corporation ("HDH-NY"), and HDH Telecommunications, Inc., a Florida business corporation ("HDH-FL").

Background

1. The shareholders of HDH-NY are all of the shareholders of HDH-FL, in the same proportions in each of such entities.
2. The directors and officers of HDH-NY are also all of the officers and directors of HDH-FL, in the same proportions in each of such entities.
3. The shareholders of HDH-NY intend to reorganize so that the entity continuing the business of HDH-NY is a Florida corporation owned by said shareholders in the same proportions as their ownership in HDH-NY.
4. Accordingly, it has been determined to merge HDH-NY with and into HDH-FL on the terms of this Agreement, in a tax-free reorganization under section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and to effect a mere change in place of organization.

NOW, THEREFORE, intending to be legally bound and acknowledging the receipt of adequate consideration, the parties hereby agree as follows:

1. **The Merger.** In accordance with the provisions of Section §607-1108 of the Florida Business Corporation Act and Section §907 of the New York Business Corporation Law, and the terms and conditions set forth herein, HDH-NY shall be merged with and into HDH-FL, and HDH-FL shall continue its corporate existence and be the corporation surviving the merger (the "Merger").
2. **Effective Date.** The consummation of the Merger shall be effective as of the date of the later of filing of an Article of Merger containing the information required by Section 607-1109 of the Florida Business Corporation Act with the office of the Secretary of State of the State of Florida and filing a Certificate of Merger containing the information required by Section 904 of the New York Business Corporation Law with the Office of the Secretary of the State of New York (the "Merger Effective Date").
3. **Directors and officers.** The directors and officers of HDH-FL on the Merger Effective Date shall remain in office and continue to serve as such for the remainder of the term for which they were elected and until their successors are duly elected and qualified. Subject to the authority of HDH-FL's directors as provided by law and the By-Laws of HDH-FL, the officers of HDH-FL at the Merger Effective Date shall be as follows until their successors are duly elected and qualified:

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Kenneth A. Horowitz	-	President, Treasurer and Director
Thomas A. Domencich	-	Vice-President, Secretary and Director

4. **Merger Consideration.** Subject to the provisions of this Agreement, on the Merger Effective Date, automatically as a result of the Merger, and without any action on the part of any party or shareholder:

(A) **Outstanding HDH-NY Common Stock.** The shares of HDH-NY Common Stock issued and outstanding immediately prior to the Merger Effective Date is:

Kenneth A. Horowitz	100
George L. Schrenk	100
John Q. Hearne Revocable Trust AKA	
Hearne Venture Trust, John Hearne Trustee	100
Thomas A. Domencich	51
Schuyler Riley	49

and shall, on and after the Merger Effective Date, be cancelled.

(B) **Surrender and Conversion of Stock.** On the Merger Effective Date:

(i) Each share of HDH-NY Common Stock shall be deemed for all purposes to be canceled; and

(ii) Immediately following the Merger, the following number of shares of HDH-FL Common Stock shall be issued and outstanding:

Kenneth A. Horowitz	100
George L. Schrenk	100
John Q. Hearne Revocable Trust AKA	
Hearne Venture Trust, John Hearne Trustee	100
Thomas A. Domencich	51
Schuyler Riley	49

(C) **Corporate Existence, Etc.** On the Merger Effective Date, the separate existence of HDH-NY and HDH-FL shall cease. HDH-FL shall, to the extent consistent with its Articles of Incorporation, possess all the rights, privileges, powers, immunities, purposes and franchises, both public and private, of HDH-NY.

(D) **Property of Merged Corporation.** On the Merger Effective Date, all real property and personal property, tangible and intangible, of every kind and description, belonging to HDH-NY shall be vested in HDH-FL without further act or deed and the title to any real estate, or any interest therein, vested in HDH-NY shall not revert or be in any way impaired by reason of the Merger; provided that HDH-FL shall be liable for all the obligations and liabilities of HDH-NY and all

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claims existing or actions or proceedings pending by or against HDH-NY may be enforced as if the Merger had not taken place. Neither the rights of creditors nor any liens upon, or security interests in, the property of HDH-NY shall be impaired by the Merger.

(E) **Assets and Liabilities; Capital Stock.** The assets and liabilities of HDH-NY on the Merger Effective Date shall be taken upon the books of HDH-FL at the amounts at which the same shall be carried at the time on the books of HDH-NY. The amount of the capital stock (paid-in capital) of HDH-FL after the Merger shall be equal to the sum of the aggregate amounts of the capital stock (paid-in capital) of HDH-NY and HDH-FL immediately before the Merger Effective Date.

5. **Approval of Merger.** This Agreement shall be submitted at a meeting of the shareholders (or for consent) of HDH-NY and HDH-FL as provided by law. After approval by the shareholders of HDH-NY and HDH-FL, the Articles of Merger and Certificate of Merger described in Section 2 shall be executed on behalf of HDH-NY and HDH-FL and filed in the offices of the Secretary of State of the State of Florida and the Secretary of State of the State of New York, respectively.

6. **Termination of Merger.** The Merger may be terminated and abandoned by the mutual consent of the respective Boards of Directors of HDH-NY and HDH-FL at any time before the Merger Effective Date, whether before or after approval of this Agreement by the shareholders of such corporations.

7. **Signatures.** This Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which, when taken together, constitute one and the same document. The signature of any party to any counterpart shall be deemed a signature to, and may be appended to, any other counterpart.

IN WITNESS WHEREOF, this Agreement has been executed on the date set forth above.


Attest:

HDH TELECOMMUNICATIONS, INC., A
NEW YORK CORPORATION


Thomas A. Domenech, Secretary

By: 
Kenneth A. Horowitz, President

HDH TELECOMMUNICATIONS, INC., A
FLORIDA CORPORATION


Thomas A. Domenech, Secretary

By: 
Kenneth A. Horowitz, President

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