

P07000133330

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

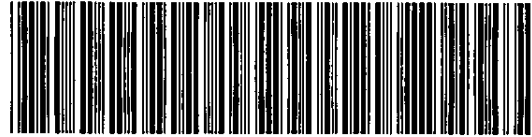
(Document Number)

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11/19/13--01004--017 **70.00

Effective: 12-31-13
Art. of Merger
12-13-13

FILED
13 DEC 12 PM 4:58
SECRETARY OF STATE
HARRISBURG, PA 17103



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 25, 2013

JOHN HASSENZAH
HNC ENTERPRISES INC
1057 ELLIS ROAD NORTH, SUITE 1A
JACKSONVILLE, FL 32254

SUBJECT: HNC ENTERPRISES INC
Ref. Number: P07000133330

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 913A00027178

RECEIVED
13 DEC 12 PM 2:55
OFFICE OF THE CLERK
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HNC Enterprises, 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:

John Hassenzahl

Contact Person

HNC Enterprises, Inc.

Firm/Company

1057 Ellis Road N., Suite 1A

Address

Jacksonville, FL 32254

City/State and Zip Code

john@fusiongroupintl.com

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

For further information concerning this matter, please call:

Charles W. McBurney, Jr.

Name of Contact Person

At (904)

798-0002

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



HNC Enterprises, Inc.

December 10, 2013

Darlene Connell
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

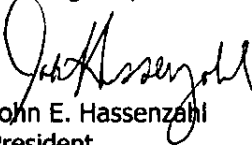
RE: HNC Enterprises, Inc.
Ref. Number: PO7000133330

Enclosed please find the following documents:

- 1) Letter Number: 913A00027178 dated November 25, 2013
- 2) Signed Plan of Merger dated November 15, 2013 between Fusion Group International, Inc. and HNC Enterprises, Inc.
- 3) Signed Articles of Merger between Fusion Group International and HNC Enterprises, Inc.

Please let me know if you need any additional information.

Best regards,



John E. Hassenzahl
President

JEH/dh

Cc: Charles McBurney, Jr.

Enclosures (3)

ARTICLES OF MERGER

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:

Name	Jurisdiction	Document Number
HNC Enterprises, Inc.	Florida	P07000133330

Second: The name and jurisdiction of the merging corporation:

Name	Jurisdiction	Document Number
Fusion Group International, Inc.	Florida	P02000051477

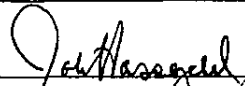
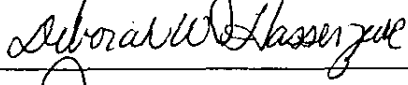
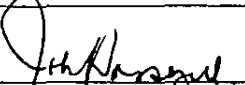
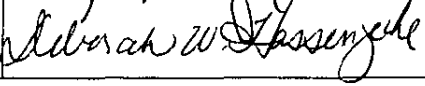
Third: The attached and incorporated by reference Plan of Merger meets the requirements of Sections 607.1101 and 607.1103 and was approved by each domestic corporation in accordance with Chapter 607, Florida Statutes.

Fourth: The merger shall become effective as of December 31, 2013.

Fifth: The Plan of Merger was adopted by all of the shareholders of the surviving corporation.

Sixth: The Plan of Merger was adopted by all of the shareholders of the merging corporation.

Seventh: Signatures for each corporation:

Name of Corporation	Signature	Name and Title
HNC Enterprises, Inc.		John Hassenzahl President and Director
HNC Enterprises, Inc.		Deborah W. Hassenzahl Secretary and Treasurer
Fusion Group International, Inc.		John Hassenzahl Director
Fusion Group International, Inc.		Deborah W. Hassenzahl Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.

First: Name and jurisdiction of the surviving corporation.

Name	Jurisdiction
HNC Enterprises, Inc.	Florida

Second: Name and jurisdiction of the merging corporation.

Name	Jurisdiction
Fusion Group International, Inc.	Florida

Third: Articles of Incorporation. The Articles of Incorporation of HNC Enterprises, Inc. as in effect immediately before the effective date of the merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of HNC Enterprises, Inc. from and after the Effective Date until further amended as permitted by law.

Fourth: Distribution to Shareholders. On the Effective Date, each share of Fusion Group International, Inc.'s common stock that shall be issued and outstanding shall without more be converted into and exchanged for shares of HNC Enterprises, Inc. common stock in accordance with this Plan of Merger. Each share of HNC Enterprises, Inc.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of HNC Enterprises, Inc.'s stock.

Fifth: Satisfaction of Rights of Fusion Group International Inc.'s Shareholders. All shares of HNC Enterprises, Inc.'s stock into which shares of Fusion Group International, Inc.'s stock shall have been converted and become exchangeable for under this Plan of Merger shall be deemed to have been paid in full satisfaction of the converted shares.

Sixth: Effect of Merger. On the Effective Date, the separate existence of Fusion Group International, Inc. shall cease, and HNC Enterprises, Inc. shall be fully vested in Fusion Group International, Inc.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in 607.1106, Florida Statutes.

Seventh: Supplemental Action. If at any time after the Effective Date HNC Enterprises, Inc. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of HNC Enterprises, Inc. or Fusion Group International, Inc., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of HNC Enterprises, Inc., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to vest, perfect, confirm, or record the title thereto in HNC Enterprises, Inc., or to otherwise carry out the provisions of this Plan of Merger.

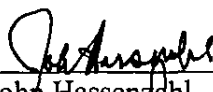
Eighth: Filing with the Florida Department of State and Effective Date. On the closing of this Merger, Fusion Group International, Inc. and HNC Enterprises, Inc. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached hereto and on execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in the Articles and shall become an exhibit to the Articles of Merger. Thereafter, the Articles of Merger shall be delivered for filing by HNC Enterprises, Inc. to the Florida Department of State. In accordance with section 607.1105(1)(b), Florida Statutes, the Articles of Merger shall specify the "Effective Date" which shall be December 31, 2013.

Ninth: Amendment and Waiver. Any of the terms or conditions of this Plan of Merger may be waived at any time by either corporation that is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of HNC Enterprises, Inc. and Fusion Group International, Inc. by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with section 607.1103, Florida Statutes.

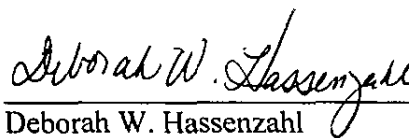
Tenth: Termination. At any time before the Effective Date (whether before or after filing the Articles of Merger), this Plan of Merger may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of HNC Enterprises, Inc. and Fusion Group International, Inc., notwithstanding favorable action by the shareholders of HNC Enterprises, Inc. or Fusion Group International, Inc.

DATED this 15 day of November, 2013.

HNC Enterprises, Inc.

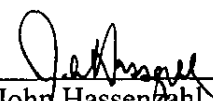


John Hassenzahl
President and Director

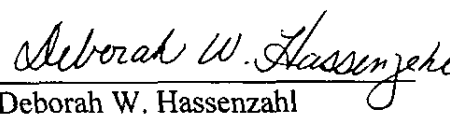


Deborah W. Hassenzahl
Secretary and Treasurer

Fusion Group International, Inc.



John Hassenzahl
Director



Deborah W. Hassenzahl
Director