

To:
Subject: 000409.104025

From: Ricky Soto

Wednesday, May 06, 2009 4:59 PM Page: 1 of 8

PO80000039592

Florida Department of State
Division of Corporations
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From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

HERCULES NETWORKS HOLDINGS, INC.

Certificate of Status	0
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T. Roberts MAY 10 7 2009

To:
Subject: 000409.104025

From: Ricky Soto

Wednesday, May 06, 2009 4:59 PM Page: 2 of 8

H09000116006 3

**ARTICLES OF MERGER
OF
HERCULES NETWORKS CORPORATION,
a Florida corporation
WITH AND INTO
HERCULES NETWORKS HOLDINGS, INC.,
a Delaware corporation**

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

FIRST: THE SURVIVING PARTY

The name and jurisdiction of the surviving corporation (the "Surviving Company"):

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Hercules Networks Holdings, Inc. 3301 N.E. 1 st Avenue Suite M-502 Miami, FL 33137	Delaware	N/A

SECOND: THE MERGING PARTY

The name and jurisdiction of each merging corporation (the "Merging Company"):

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Hercules Networks Corporation 1407 S.W. 158 th Avenue Pembroke Pines, FL 33027	Florida	P08000039592

THIRD: The Merging Company is hereby merged with and into the Surviving Company and the separate existence of the Merging Company shall cease. The Surviving Company is the surviving entity in the merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

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

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H09000116006 3

To:
Subject: 000409.104025

From: Ricky Soto

Wednesday, May 06, 2009 4:59 PM Page: 3 of 8

H09000116006 3

FIFTH: In accordance with applicable Delaware law, the Agreement and Plan of Merger was adopted by the Board of Directors of the Surviving Company on April ~~30~~, 2009, prior to the issuance of any shares. Shareholder approval was not required.

SIXTH: In accordance with applicable Florida law, the Agreement and Plan of Merger was adopted by the Shareholders and the Board of Directors of the Merging Company on April ~~30~~, 2009.

[Signatures on the next page]

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A-2

H09000116006 3

To:
Subject: 000409.104025

From: Ricky Soto

Wednesday, May 06, 2009 4:59 PM Page: 4 of 8

H09000116006 3

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

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A-4

H09000116006 3

To:
Subject: 000409.104025

From: Ricky Soto

Wednesday, May 06, 2009 4:59 PM Page: 5 of 8

H09000116006 3

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of
Merger as of April 30, 2009.

SURVIVING PARTY:

Hercules Networks Holdings, Inc., a Delaware
corporation

By: 

Name: Michael Gold

Title: Chairman and CEO

MERGING PARTY:

Hercules Networks Corporation, a Florida corporation

By: 

Name: Michael Gold

Title: President

(M2805216;1)

A-3

H09000116006 3

H09000116006 3

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan of Merger") has been adopted as of the 30th day of April, 2009 by Hercules Networks Corporation, a Florida corporation (the "Merging Company") and Hercules Networks Holdings, Inc., a Delaware corporation (the "Surviving Company").

RECITALS:

The Shareholders and Directors of the Merging Company and the Directors of the Surviving Company have determined that it is advisable and in the best interest of each of the Merging Company and the Surviving Company that the Merging Company be merged with and into the Surviving Company on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I: THE MERGER

1.1 **Power; Assets; Liabilities.** On the Effective Date (as defined below), the separate existence of the Merging Company shall cease and the Merging Company shall be merged into the Surviving Company in accordance with §252 of the Delaware General Corporation Law. The Surviving Company shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Company. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Company shall vest in the Surviving Company. All and every other property and interest of the Merging Company shall be the property and interest of the Surviving Company to the same extent as the Merging Company. The title to any real property, whether obtained by deed or otherwise, that is vested in the Merging Company shall not revert or in any way be impaired by reason of this Merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of the Merging Company shall be the debts, liabilities, duties and obligations of the Surviving Company. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Company to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Company.

1.2 **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Company, as filed with the Secretary of State of the State of Delaware on the Effective Date, shall be the Certificate of Incorporation of the Surviving Company, until thereafter amended.

1.3 **Bylaws.** On the Effective Date, the Bylaws of the Surviving Company, as in effect immediately prior to the Effective Date, shall continue to be the Bylaws of the Surviving Company, until thereafter amended.

1.4 **Conversion of Shares.** On the Effective Date, each share of common stock, par value \$0.001 in the Merging Company shall be converted into 0.00079 shares of common stock, par value \$0.001 in the Surviving Company.

H09000116006 3

To:
Subject: 000409.104025

From: Ricky Soto

Wednesday, May 06, 2009 4:59 PM Page: 7 of 8

H09000116006 3

ARTICLE II: THE PLAN OF MERGER

2.1 Approval. The Plan of Merger was unanimously approved by the Shareholders and Directors of the Merging Company by written consent on April 30, 2009 and was unanimously approved by the Directors of the Surviving Company by written consent on April 30, 2009.

2.2 Effective Date of Merger. The Merger shall be effective on the date the Articles of Merger are filed with the Secretary of State of Florida and the Certificate of Merger is filed with the Secretary of State of Delaware (the "Effective Date")

2.3 Amendments. The Directors of the Merging Company and the Directors of the Surviving Company may amend or terminate this Plan of Merger to the full extent provided pursuant to applicable law.

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H09000116006 3

To:
Subject: 000409.104025

From: Ricky Soto

Wednesday, May 06, 2009 4:59 PM Page: 8 of 8

H09000116006 3

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger on the date first set forth above.

HERCULES NETWORKS CORPORATION, a
Florida corporation

By:


Michael Gold, President

HERCULES NETWORKS HOLDINGS, INC., a
Delaware corporation

By:


Michael Gold, Chairman and CEO

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Signature Page

H09000116006 3