

P090000043329

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

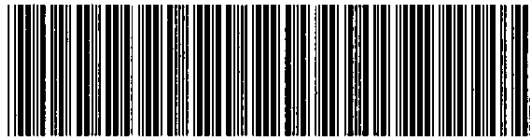
(Document Number)

Certified Copies

Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



200157675182

07/07/09--01058--014 **43.75

07/21/09--01002--005 **35.00

Morgan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 JUL 20 AM 11:51

Roberts JUL 21 2009

KOCHMAN & ZISKA PLC

Ronald S. Kochman*
Maura A. Ziska

*Also admitted in New York

Esperanté
222 Lakeview Avenue, Suite 950
West Palm Beach, Florida 33401

Telephone: (561) 802-8960
Facsimile: (561) 802-8995

July 6, 2009

Federal Express

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

Re: ***Travcom Publishing, Inc.***
Document #P09000043329

Dear Sir/Madam:

Enclosed is Articles of Merger with attached Plan of Merger in connection with Travcom Publishing, Inc. Also enclosed is a check in the amount of \$43.75, representing the filing fee of \$35.00 plus one certified copy (\$8.75).

If you have any questions, please contact this office.

Sincerely,


Kelly J. Smith, CLA
Certified Legal Assistant

Enclosures

00005402



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 13, 2009

KELLY J. SMITH, CLA
KOCHMAN & ZISKA PLC
222 LAKEVIEW AVE, S TE 950
WEST PALM BEACH, FL 33401

SUBJECT: TRAVCOM PUBLISHING, INC.
Ref. Number: P09000043329

We have received your document for TRAVCOM PUBLISHING, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 809A00023798

RECEIVED
2009 JUL 20 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

09 JUL 20 AM 11:51

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)
Travcom Publishing, Inc.	Florida	P09000043329

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Travcom Publishing, Inc.	New Hampshire	

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 07 / 01 / 2009 (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 1, 2009.

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 1, 2009.

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)

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Jurisdiction

Florida

Jurisdiction

New Hampshire

See attached.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Travcom Publishing, Inc.,

Nassime Khanov

Nassrine Traverse, President

a Florida corporation

Travcom Publishing, Inc.

Nassimé Franese

Nassrine Traverse, President

a NH corporation

PLAN OF MERGER AND REORGANIZATION

PLAN OF MERGER AND REORGANIZATION (this "Agreement"), made this 1st day of June, 2009 by and between **TRAVCOM PUBLISHING, INC.**, a New Hampshire corporation with an address of 155 Barton Avenue, Palm Beach, Florida (the "NH Corporation"), and **TRAVCOM PUBLISHING, INC.**, a Florida corporation with an address of 155 Barton Avenue, Palm Beach, Florida (the "FL Corporation") (the NH Corporation and the FL Corporation are collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, the Board of Directors of the NH Corporation have determined that it would be in the best interests of the NH Corporation to reorganize and merge into a Florida corporation in a manner intended to qualify as an "F" reorganization in accordance with the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the parties wish to set forth the terms and conditions of the reorganization, the mode of carrying the same into effect, the manner and basis of converting the shares of the NH Corporation into shares of the FL Corporation, and such other details and provisions that are deemed necessary or advisable.

NOW, THEREFORE, in consideration of the mutual agreements herein set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Reorganization.** The NH Corporation shall be reorganized and merged into the FL Corporation in a manner intended to qualify as an "F" reorganization in accordance with Section 368(a)(1)(F) of the Code (the "Reorganization"). All documents necessary to effectuate the Reorganization shall be filed with the Secretary of State of the States of New Hampshire and Florida.

2. **Continued Existence and Effect.** Except as specifically provided in this Agreement, (a) the corporate existence of the FL Corporation with all of its purposes, powers, and rights shall continue unaffected and unimpaired by the Reorganization, and (b) the corporate existence and rights of the NH Corporation shall be merged into the FL Corporation and the FL Corporation shall be fully vested therewith. Upon the Reorganization becoming effective, the separate existence of the NH Corporation shall cease.

3. **Effective Date.** The Reorganization shall become effective for tax and other purposes as of 12:01 A.M. on July 1, 2009 (hereinafter, the "Effective Date"), even if for some reason the requisite public filings with respect to the Reorganization should occur on some other date.

4. **Governing Documents.** The Articles of Incorporation of the FL Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the FL

2

Corporation following the Reorganization, without change or amendment; and the By-Laws of the FL Corporation, as in effect immediately prior to the Effective Date, shall be the By-Laws of the FL Corporation following the Reorganization, without change or amendment.

5. Officers and Directors. Those persons who are officers and directors of the FL Corporation immediately prior to the Effective Date shall, after the Effective Date, be the officers and directors of the FL Corporation following the Reorganization, without change until their successors have been duly appointed, elected, and qualified in accordance with the Articles of Incorporation and By-Laws of the FL Corporation.

6. Principal Place of Business of FL Corporation. The principal place of business of the FL Corporation shall be located at 155 Barton Avenue, Palm Beach, Florida 33480.

7. Succession. After the Effective Date, the separate existence of the NH Corporation shall cease and (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Entities, subject to all the restrictions, disabilities and duties of each of the Constituent Entities; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Entities; and (iii) all debts due to each of the Constituent Entities on whatever account, including stock subscriptions or units and all other things in action; shall succeed to, be vested in and become the property of the FL Corporation without any further act or deed of the respective Constituent Entities. The title to any real estate or other asset vested by deed or otherwise in either of such Constituent Entities shall not revert or be in any way impaired by reason of the Reorganization, but all rights of creditors and all liens upon any property of the NH Corporation shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Entities may be prosecuted as if the Reorganization had not taken place. All debts, liabilities and duties of the respective Constituent Entities shall henceforth attach to the FL Corporation and may be enforced against the FL Corporation to the same extent as if such debts, liabilities and duties had been incurred or contracted by the FL Corporation. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of the NH Corporation, its shareholders, directors, officers and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the FL Corporation and shall be as effective and binding thereon as the same were with respect to the NH Corporation. The employees and agents of the NH Corporation shall become the employees and agents of the FL Corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of the NH Corporation.

8. Further Assurances. From time to time, as and when required by the FL Corporation, or by its successors and assigns, there shall be executed and delivered on behalf of the NH Corporation such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the FL Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the NH Corporation, and otherwise to carry out the purposes of this Agreement. The officers and directors of the FL Corporation are fully authorized in the name and on behalf of the

3

NH Corporation or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

9. Conversion of Shares. As of the Effective Date, by virtue of the Reorganization and without any action on the part of the holders thereof, one hundred percent (100%) of the shares of the NH Corporation issued and outstanding immediately prior to the Effective Date shall be changed and converted into two hundred (200) fully paid and non-assessable shares of the FL Corporation's common stock. On the Effective Date, each share of capital stock of the NH Corporation then held by the shareholders of the NH Corporation shall, by virtue of the Reorganization and without any action on the part of the holder thereof, be cancelled.

10. Stock Certificates. Upon surrender of one hundred percent (100%) of the NH Corporation's shares, the FL Corporation shall issue two hundred (200) shares of the FL Corporation's common stock in its place and stead to the shareholders pro rata according to their percentage ownership of the NH Corporation immediately prior to the Effective Date, all as set forth on Exhibit A, attached hereto and incorporated herein by this reference.

11. Intent. It is the intent of the parties hereto that the transaction contemplated by this Agreement shall constitute a reorganization and merger under the Laws of the State of New Hampshire and the State of Florida, and for federal tax purposes shall qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

12. Amendment. The parties hereto, by mutual consent of their respective shareholders and Board of Directors, may amend, modify or supplement this Agreement prior to the Effective Date.

13. Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute one agreement.

14. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of New Hampshire and the State of Florida as appropriate.

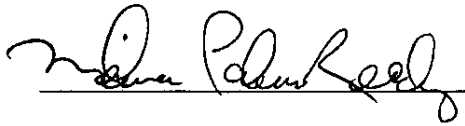
[Signature Page Follows]

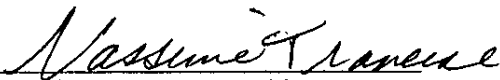
4

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Reorganization to be duly executed as of the date first set forth above.

WITNESS:


NH CORPORATION:
TRAVCOM PUBLISHING, INC.

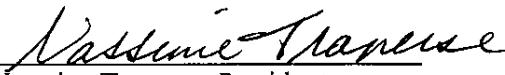


By: 
Nassrine Traverse, President

WITNESS:

FL CORPORATION:
TRAVCOM PUBLISHING, INC.



By: 
Nassrine Traverse, President

01039891.DOC

EXHIBIT A

CONVERSION OF SHARES

<u>SHAREHOLDER NAME</u>	<u># Shares of NH Corp</u>	<u># Shares of FL Corp.</u>
Norman Traverse	100	100
Nassrine Traverse	100	100
	<hr/>	<hr/>
Total:	200	200