

P11000083567

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

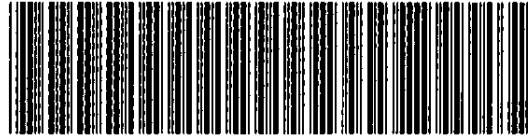
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11 OCT 24 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

merger  
Teevis  
10-25-11

Email: rkaye@taylorenglishc.om  
Phone: (678) 336-7231

October 21, 2011

**VIA FEDERAL EXPRESS**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301  
Attn: Thelma Lewis

Re: Travel Traders International, Inc.

Dear Thelma

Enclosed please find a check in the amount of \$35.00 to cover additional filing fees for the above-referenced filing submitted last week.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'R. Kaye', with a horizontal line extending to the right.

Richard A. Kaye

RAK:jjg  
Enclosure

# taylor | english

Email: rkaye@taylorenghishc.om  
Phone: (678) 336-7231

October 7, 2011

**VIA FEDERAL EXPRESS**

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

Re: Travel Traders International, Inc.

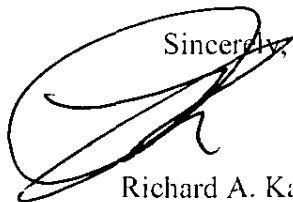
Dear Sir/Madam:

Enclosed for filing are the following:

1. Cover letter
2. Original Articles of Merger
3. Copy of Plan of Merger
4. Firm Check in the amount of \$43.75 for filing fees and certified copy

Please return to this office a certified copy in the provided return FedEx envelope.

If you should need any further information, please contact me at the telephone number listed above.

Sincerely,  
  
Richard A. Kaye

RAK:jjg  
Enclosures

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Travel Traders International, 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:

Richard A. Kaye, Esq.

Contact Person

Taylor English Duma LLP

Firm/Company

1600 Parkwood Circle, Suite 400

Address

Atlanta, Georgia 30339

City/State and Zip Code

rkaye@taylorenghish.com

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

For further information concerning this matter, please call:

Rich Kaye

Name of Contact Person

At ( 678 ) 336-7231

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

ARTICLES OF MERGER OF  
TRAVEL TRADERS INTERNATIONAL, INC.

*The following Articles of Merger are submitted in accordance with the Florida Business Corporations Act, pursuant to sections 607.1105, Florida Statutes.*

**First:** The name and address of the surviving that Corporation:

Travel Traders International, Inc., a Florida Corporation, P11000083567.

**Second:** The name and jurisdiction of each merging Corporation:

Travel Traders Inc., a New York Corporation

**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.

**Fifth:** The Plan of Merger was adopted by the sole shareholder of the surviving Corporation on October 1, 2011.

**Sixth:** The Plan of Merger was adopted by the sole shareholder of the merging Corporation on October 1, 2011.

TRAVEL TRADERS INTERNATIONAL, INC.  
FLORIDA

(Corporate Seal)  
Attest:

Stephane Giraud, Secretary

TRAVEL TRADERS INTERNATIONAL, INC.  
FLORIDA

(Corporate Seal)  
Attest:

Stephane Giraud, Secretary

TRAVEL TRADERS INTERNATIONAL, INC.  
(A Florida Corporation)

Stephane Giraud, President:

TRAVEL TRADERS INC.  
(A New York Corporation)

Stephane Giraud, President:

11 OCT 24 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PLAN AND AGREEMENT OF MERGER

BETWEEN

TRAVEL TRADERS INC.

(A New York Corporation)

AND

TRAVEL TRADERS INTERNATIONAL, INC.

(A Florida Corporation)

This Plan and Agreement of Merger made and entered into on the 1<sup>st</sup> day of October, 2011, by and between TRAVEL TRADERS INTERNATIONAL, INC., a Florida corporation (herein sometimes referred to as the Florida Corporation or Surviving Corporation), and TRAVEL TRADERS INC., a New York corporation, (herein sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS, the Florida Corporation is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed and recorded in the Office of the Secretary of State of the State of Florida on September 22, 2011 and the registered office of the Florida corporation being located at 14 NE 1<sup>ST</sup> Avenue, Suite 1205, Miami, Dade County, Florida 33132, and the name of its registered agent in charge thereof being Stephane Giraud; and

WHEREAS, the total number of shares of stock which the Florida Corporation has authority to issue is 10,000 common voting shares and 10,000 common non-voting shares, of which 1,000 shares of common voting shares only are now issued and outstanding and are owned by the New York Corporation; and

WHEREAS, the New York Corporation is a corporation organized and existing under the laws of the State of New York, its Certificate of Incorporation having been filed in the office of the Secretary of State of the State of New York on July 9, 1999, and the registered office of the New York Corporation being located at 135 West 20<sup>th</sup> Street, #304, New York, New York 10011, and its registered agent being Stephane Giraud;

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and

WHEREAS, the aggregate number of shares which the New York Corporation has authority to issue its 200 shares common, no par value of which 200 such shares are issued and outstanding; and

WHEREAS, the Board of Directors and sole shareholder of each of the Constituent Corporation deems it advisable that the New York Corporation be merged into the Florida Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of New York and Florida respectively, which permit such merger;

NOW THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the New York Corporation and the Florida Corporation, by their respective boards of directors and sole shareholders, have agreed and do hereby agree, each with the other as follows:

#### ARTICLE I

The Florida Corporation and the New York Corporation shall be merged into single corporation, in accordance with applicable provisions of the laws of the State of Florida and of the State of New York, by the New York Corporation merging into the Florida Corporation, which shall be the surviving corporation.

#### ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Florida and of the State of New York (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date Of The Merger"):

1. The two Constituent Corporations shall be a single corporation, which shall be **the Florida Corporation as the Surviving Corporation**, and the separate existence of the New York Corporation shall cease except to the extent provided by the laws of the State of New York in the case of a corporation after its merger into another corporation.

2. The Florida Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the

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Constituent Corporations, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger;

3. The Florida Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger;

4. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation;

5. The board of directors, and the members thereof, and the officers, of the Florida Corporation immediately prior to the effective date of merger shall be and constitute the board of directors, and the members thereof, and the officers of the Surviving Corporation.

### ARTICLE III

The Articles of Incorporation of the Florida Corporation shall not be amended in any respect, by reason of this Agreement of Merger, and said Articles of Incorporation, as filed in the office of the Secretary of State of the State of Florida on September 22, 2011, shall constitute the Articles of Incorporation of the Surviving Corporation until further amended in the manner provided by law, and is set forth in Exhibit A attached hereto and made a part of this Plan and Agreement of Merger with the same force and effect as if set forth in said Exhibit A and separate and apart from this Plan and Agreement of Merger may be filed separately as the Articles of Incorporation of the Surviving Corporation.



#### ARTICLE IV

The manner and basis of converting the shares of each of the Constituent Corporation into shares of the Surviving Corporation is as follows:

1. The 1,000 common voting shares of stock of the Florida Corporation now owned and held by the New York Corporation shall be 1,000 shares of the common voting stock of the Surviving Corporation.

2. The sole certificate representing 200 shares of the New York Corporation shall be converted into one fully paid and non-assessable share of common voting stock of the Florida Corporation.

After the effective date of the merger, the sole shareholder and owner of the outstanding certificate theretofore representing 200 shares of the New York Corporation shall be entitled, upon surrendering such certificate to the Surviving Corporation, to receive in exchange therefor a certificate representing one share of common voting stock, being the number of shares of stock of the Surviving Corporation into which the shares of the New York Corporation theretofore represented by the surrendered certificate shall have been converted as hereinbefore provided. Until so surrendered, the outstanding certificate which, prior to the effective date of the merger, representing shares of the New York corporation shall be deemed, for all corporate purposes, to represent the ownership of the common stock of the Surviving Corporation on the basis hereinbefore provided.

#### ARTICLE V

The Florida Corporation, as the Surviving Corporation, shall pay all expenses or carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

#### ARTICLE VI

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the New York Corporation, the proper officers and directors of the New York Corporation shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

## ARTICLE VII


This Plan and Agreement of Merger shall be submitted to the sole shareholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the sole shareholders of each of the Constituent Corporations in accordance with the requirements of the laws of the State of Florida and the State of New York, respectively, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Florida and of the State of New York, as heretofore amended and supplemented.

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Corporation by an appropriate resolution of its board of directors at any time prior to its approval or adoption by the shareholders and stockholders thereof, or by the mutual consent of the Constituent Corporations evidenced by appropriate resolutions of their respective board of directors, at any time prior to the effective date of the Merger.

IN WITNESS WHEREOF, the New York Corporation and the Florida Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused this Plan and Agreement of Merger to be executed by the President and attested by the Secretary of each party hereto, and the corporate seal affixed.


TRAVEL TRADERS INTERNATIONAL, INC.  
FLORIDA

(Corporate Seal)  
Attest:

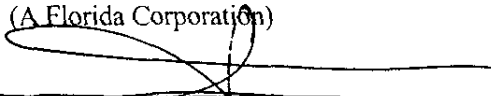
  
Stephane Giraud, Secretary

TRAVEL TRADERS INTERNATIONAL, INC.  
FLORIDA

(Corporate Seal)

  
Stephane Giraud, Secretary

TRAVEL TRADERS INTERNATIONAL, INC.  
(A Florida Corporation)

  
Stephane Giraud, President:

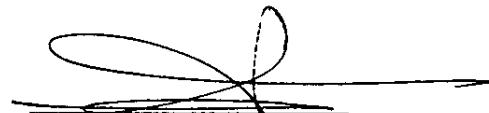
TRAVEL TRADERS INC.  
(A New York Corporation)

  
Stephane Giraud, President:



I, Stephane Giraud, President and Secretary of TRAVEL TRADERS INTERNATIONAL, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the President and Secretary of TRAVEL TRADERS INTERNATIONAL, Inc., a corporation of the State of Florida, as duly submitted to the sole shareholder of said TRAVEL TRADERS INTERNATIONAL, Inc., and signed by the undersigned sole shareholder, for the purpose of considering and taking action upon said Agreement of Merger, that 1,000 common shares of stock of said corporation were on said date issued and outstanding and that undersigned sole shareholder of 1,000 common voting shares authorizes and approves said Agreement of Merger and that thereby the Agreement of Merger was duly adopted as the act of the sole stockholder of said Travel Traders International, Inc. and the duly adopted agreement of the said corporation.

WITNESS my hand and seal of said Secretary of Travel Traders Inc. on this 1<sup>st</sup> day of October 2011.

  
Stephane Giraud, Secretary

(Corporate Seal)

TRAVEL TRADERS INTERNATIONAL, INC.  
FLORIDA



I, Stephane Giraud, President and Secretary of TRAVEL TRADERS, Inc., a corporation organized and existing under the laws of the State of New York, hereby certify, as such secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by the President and Secretary of TRAVEL TRADERS, Inc., a corporation of the State of New York, as duly submitted to the sole shareholder of said TRAVEL TRADERS, Inc., and signed by the undersigned sole shareholder, for the purpose of considering and taking action upon said Agreement of Merger, that 200 common shares of stock of said corporation were on said date issued and outstanding and that undersigned sole shareholder of 200 common shares authorizes and approves said Agreement of Merger and that thereby the Agreement of Merger was duly adopted as the act of the sole stockholder of said Travel Traders Inc. and the duly adopted agreement of the said corporation.

WITNESS my hand and seal of said Secretary of Travel Traders, Inc. on this 18<sup>th</sup> day of October 2011.

  
Stephane Giraud, Secretary

(Corporate Seal)

TRAVEL TRADERS INTERNATIONAL, INC.  
FLORIDA

