

P13000101422

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
HOTEL CONNECTIONS INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
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December 27, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HOTEL CONNECTIONS INC.
6100 BLUE LAGOON DRIVE, SUITE 310
MIAMI, FL 33126

SUBJECT: HOTEL CONNECTIONS INC.
REF: P13000101422

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

THE DATE OF ADOPTION CANNOT BE A DATE PRIOR TO THE DATE THE FLORIDA CORPORATION WAS FILED. ALSO, THE DATE IN THE AGREEMENT AND PLAN OF MERGER IN THE FIRST LINE OF THE DOCUMENT IS STATED AS 12/31/2013. THIS DATE MUST BE A DATE ON OR PRIOR TO THE DATE FILED. ON PAGE TWO OF THE AGREEMENT AND PLAN OF MERGER "SECTION 4(A) EFFECTIVE DATE", IT STATES THAT THE EFFECTIVE DATE OF THE MERGER SHALL BE THE DATE OF THE FILING OF THE CERTIFICATE OF MERGER. ON THE FIRST PAGE OF THE ARTICLES OF MERGER, IT HAS AN EFFECTIVE DATE OF 01/01/2014. SO, WHICH DATE SHOULD BE THE EFFECTIVE DATE???

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

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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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:

SEE: 1-1-14

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Hotel Connections Inc.</u>	<u>Florida</u>	<u>P13000101422</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Hotel Connections, LTD.</u>	<u>New York</u>	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 01 / 01 / 2014 (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 12/23/13.

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 12/23/13.

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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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Hotel Connections, Ltd.



Kenneth Shanley, President

Hotel Connections Inc.



Kenneth Shanley, President

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionHotel Connections Inc.Florida

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionHotel Connections, LTD.New York

Third: The terms and conditions of the merger are as follows:

as set forth in the Agreement and Plan of Merger, attached hereto as Exhibit A

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
as set forth in the Agreement and Plan of Merger, attached hereto as Exhibit A

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of December 23, 2013, by and among **Hotel Connections, LTD.**, a New York corporation, having an address at 480 Washington Blvd., 24th Fl, Jersey City, NJ 07310 ("HCL"), and **Hotel Connections Inc.**, a Florida corporation, having an address at 6100 Blue Lagoon Drive, Ste 310, Miami, FL 33126 ("HCI").

WHEREAS, the shareholders of HCL have approved the merger of HCL with and into HCI, and the shareholders of HCI have approved the merger of HCL with and into HCI (the "Merger"), in accordance with § 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"), the New York Business Corporation Law ("New York Law"), Title XXXVI Business Organizations of the Florida Statutes ("Florida Law") and the provisions of this Agreement, with the result that each share of the outstanding capital stock of HCL will be exchanged for one like share of capital stock of HCI on a one-to-one basis;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, HCL and HCI hereby agree as follows:

Section 1. The Merger

1.1. Surviving Entity. At the Closing (defined in Section 3 herein), in accordance with the Code, the New York Law, Florida Law, and this Agreement, HCL shall be merged with and into HCI, and the separate existence of HCL shall cease, and HCI shall continue as the surviving entity (HCI hereinafter sometimes shall be referred to as the "Surviving Entity").

1.2. Effect of the Merger. Upon the effectiveness of the Merger, in addition to any other purposes and powers set forth in the Certificate of Merger, the Surviving Entity shall have the rights and powers of HCI and HCL (collectively referred to as the "Constituent Entities"). The assets of each Constituent Entity, including any legacies that each would have been capable of taking, shall transfer to, vest in and devolve on, the Surviving Entity without further act or deed. The Merger shall not impair the rights of creditors or any liens on the property of a Constituent Entity.

1.3 Consummation of the Merger.

(a) This Agreement has been submitted to the Board of Directors and Stockholders of HCL for approval, and has been duly approved in accordance with Section 904 of the New York Law.

(b) This Agreement has been submitted to the Board of Directors and Stockholders of HCI for approval, and has been duly approved in accordance with Section 607.0702 of the Florida Law.

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(c) Within thirty business days of the Closing, the appropriate parties hereto shall execute and file with the Department of the State of New York and the Department of State of Florida, a Certificate of Merger.

1.4. Certificate of Incorporation and Officers. The Certificate of Incorporation of Hotel Connections Inc., as in effect immediately prior to the date and time when the Merger shall become effective (the "Effective Time"), shall be the Certificate of Incorporation of the Surviving Entity.

1.5. Taking of Necessary Action; Further Action. HCL and HCI shall each use its best efforts to take all such action as may be necessary or appropriate in order to effectuate the Merger under New York and Florida law as promptly as possible. If at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers, and franchises of either of the Constituent Entities, the officers of such entities are fully authorized in the name of their entity or otherwise to take, and shall take, all such lawful and necessary action.

Section 2. Status and Conversion of Securities.

2.1. Conversion of Stockholder Interests.

(a) HCL Interests: Immediately following the Effective Time, each share of common stock of HCL shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of common stock of HCI.

(b) HCI Interests: Immediately following the Effective Time, each of the stockholder interests of HCI existing immediately prior to the Effective Time, shall remain as stockholder interests of the Surviving Entity, and no payment shall be made with respect thereto.

Section 3. Certificate of Incorporation/Formation.

(a) Hotel Connections, LTD. was incorporated in the State of New York on 8/11/97.

(b) Hotel Connections Inc. was incorporated in the State of Florida on 12/23/13.

Section 4. Effective Date and Filing Copy.

(a) The effective date of the Merger shall be January 1, 2014.

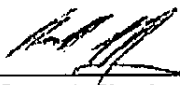
(b) A copy of this Agreement is on file at the principal place of business of HCI, which is located at 6100 Blue Lagoon Drive, Ste 310, Miami, FL 33126. A copy of the Plan shall be furnished by HCI, upon request and at no cost, to any stockholder of HCL or HCI.

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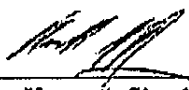
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IN WITNESS WHEREOF, each of the undersigned entities has caused this Agreement to be executed by its duly authorized officer, and each individual has signed this Agreement, as of the date first above written.

HOTEL CONNECTIONS, LTD.,
a New York corporation

By: 
Name: Kenneth Shanley
Title: President

HOTEL CONNECTIONS INC.,
a Florida corporation

By: 
Name: Kenneth Shanley
Title: President

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