

P15000008460

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

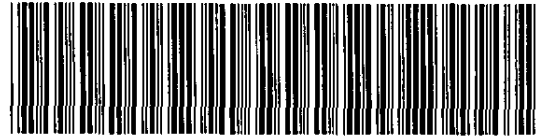
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900271670079

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 APR 14 PM 1:58
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 APR 14 AM 8:47

C.L.
4-15-15

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 587907 4311639

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : April 14, 2015

ORDER TIME : 10:39 AM

ORDER NO. : 587907-010

CUSTOMER NO: 4311639

ARTICLES OF MERGER

HUDSON EQUITIES, LTD.

INTO

HU-FLA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Lydia Cohen

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 APR 14 AM 8:47

ARTICLES OF MERGER

OF

**HUDSON EQUITIES, LTD.,
a New York corporation**

WITH AND INTO

**HU-FLA, INC.,
a Florida corporation**

April 10, 2015

Ⓟ1500000 846D

The following articles of merger (the "Articles of Merger") of Hudson Equities, Ltd., a New York corporation (the "Merging Corporation"), and HU-FLA, Inc., a Florida corporation (the "Surviving Corporation"), have been duly adopted and submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1107 of the FBCA.

FIRST: THE SURVIVING PARTY

The exact name, street address of the principal office, jurisdiction, and entity type of the Surviving Corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HU-FLA, Inc. C/O INTEGRATED TOTAL SOLUTIONS 801 BRICKELL AVE. - STE. 900 MIAMI, FL 33131	Florida	Corporation

SECOND: THE MERGING PARTY

The exact name, street address of the principal office, jurisdiction, and entity type of the Merging Corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hudson Equities, Ltd. 131 CHRISTOPHER ST. UNIT 2A NEW YORK, NEW YORK, 10014	New York	Corporation

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was approved by the Surviving Corporation in accordance with the applicable provisions of the FBCA.

FIFTH: The Plan of Merger was approved by the Merging Corporation in accordance with the applicable laws of New York under which the Merging Corporation was incorporated.

SIXTH: *The merger is to become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida. At the effective time of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation.*

SEVENTH: The Plan of Merger was adopted and approved by the board of directors and the shareholders of the Surviving Corporation on April 10, 2015.

EIGHTH: The Plan of Merger was adopted and approved by the board of directors and the shareholders of the Merging Corporation on April 10, 2015.

[Signature page follows]

IN WITNESS WHEREOF, the duly authorized signatories of the Surviving Corporation and the Merging Corporation have executed and delivered these Articles of Merger as of date first written above.

SURVIVING CORPORATION:

**HU-FLA, Inc.,
a Florida corporation**

By: 

Name: Andrew T. Nichols

Title: President

MERGING CORPORATION:

**Hudson Equities, Ltd.,
a Florida corporation**

By: 

Name: Andrew T. Nichols

Title: President

FILED
SEC. OF STATE
DIVISION OF CORPORATIONS
15 APR 14 AM 8:47

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 APR 14 AM 8:47

Exhibit A

Plan of Merger

[See attached]

15 APR 14 AM 8:47

PLAN OF MERGER
OF
HUDSON EQUITIES, LTD.,
a New York corporation
WITH AND INTO
HU-FLA, INC.,
a Florida corporation
April __, 2015

The following plan of merger (the "**Plan of Merger**") has been adopted and approved on April 10, 2015 by the parties hereto in compliance with the Florida Business Corporation Act (the "**FBCA**").

FIRST: The exact name and jurisdiction of the surviving corporation (the "**Surviving Corporation**") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
HU-FLA, Inc.	Florida

SECOND: The exact name and jurisdiction of the merging corporation (the "**Merging Corporation**") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hudson Equities, Ltd.	New York

THIRD: THE MERGER

1. **Merger.** The merger of the Merging Corporation with and into the Surviving Corporation (the "**Merger**") shall become effective at such time as the Articles of Merger are filed with the Department of State of the State of Florida in accordance with Section 607.1107 of the FBCA (the "**Effective Time**"). At the Effective Time, the Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue as the surviving corporation under the laws of the State of Florida. From and after the Effective Time, the Merger shall have the effects set forth in Section 607.1106 of the FBCA. Without limiting the generality of the foregoing, at the Effective Time, the title to all real estate and other property, or any interest therein, owned by the Surviving Corporation and the Merging Corporation shall vest in the Surviving Corporation without reversion or impairment, and the Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of the Surviving Corporation and the Merging Corporation.

2. Articles of Incorporation. At the Effective Time and without any further action on the part of the Surviving Corporation or the Merging Corporation, the articles of incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation as of the Effective Time.

3. By-laws. At the Effective Time and without any further action on the part of the Surviving Corporation or the Merging Corporation, the by-laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the Surviving Corporation as of the Effective Time.

4. Directors. At the Effective Time, the directors of the Surviving Corporation immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and each of such directors shall hold office subject to the applicable provisions of the articles of incorporation and by-laws of the Surviving Corporation.

5. Officers. At the Effective Time, the officers of the Surviving Corporation immediately prior to the Effective Time shall be the officers of the Surviving Corporation, and each of such officers shall hold office subject to the applicable provisions of the articles of incorporation and by-laws of the Surviving Corporation.

6. Capital Stock. At the Effective Time, by virtue of the Merger and without any further action on the part of the Surviving Corporation or the Merging Corporation,

(i) each share of common stock of the Merging Corporation ("Merging Corporation Common Stock") issued and outstanding immediately prior to the Effective Time, shall be converted into 0.5 shares of common stock of the Surviving Corporation; and

(ii) the shares of the Merging Corporation Common Stock shall no longer be outstanding and shall automatically be cancelled and shall cease to exist, and the holder or holders of such shares shall cease to have any rights with respect thereto, except the right to receive shares of common stock in the Surviving Corporation to be issued in consideration therefor as provided herein, without interest.

FOURTH: GOVERNING LAW

The Plan of Merger shall be construed in accordance with Florida law.