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Division of Corporations  
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To:

Division of Corporations  
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MERGER OR SHARE EXCHANGE

Hotelex, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

*Merger*

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16 MAR 31 PM 5:00

**ARTICLES OF MERGER OF  
HOTELEX, INC.  
(a Florida corporation)  
and  
HOTELEX, INC.  
(a Delaware corporation)**

**FILED**  
2016 MAR 31 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107, Florida Statutes and the applicable of Sections 607.1101 through 607.1105, Florida Statutes, HOTELEX, INC., a Florida corporation, and the surviving corporation and HOTELEX, INC., a Delaware corporation and the foreign non-surviving corporation, hereby adopt and file these Articles of Merger.

1. Hotelex, Inc., a Delaware corporation formed on August 25, 2015 (the "Merged Corporation"), is merging with Hotelex, Inc., a Delaware corporation, such that Hotelex, Inc., a Florida corporation shall be the surviving corporation ("Surviving Corporation").

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the unanimous written consent of the board of directors and shareholders of both the Merged Corporation and the Surviving Corporation.

3. The name of the surviving corporation is Hotelex, Inc., a Florida corporation.

4. The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

5. An executed copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A".

6. The Agreement and Plan of Merger was adopted by the unanimous written consent of the board of directors of both the Surviving Corporation and the Merged Corporation, as well as by the unanimous written consent of the shareholders of both the Surviving Corporation and the Merged Corporation, all as of March 7, 2016.

7. The total authorized capital stock of the Merged Corporation is 10,000 shares of \$.01 par value common stock. The Agreement and Plan of Merger was approved by 100% of the total issued and outstanding common stock.

Executed March 7, 2016

HOTELEX, INC.,  
a Florida corporation

By:   
Dennis Lee, President

HOTELEX, INC.,  
a Delaware corporation

By:   
Dennis Lee, President

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**Exhibit "A"**

Agreement and Plan of Merger – Hotelex, Inc. (DE) and Hotelex, Inc. (FL)

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:14 PM 03/24/2016  
FILED 04:14 PM 03/24/2016  
SR 20161867149 - File Number 5809787

**AGREEMENT AND PLAN OF MERGER  
OF  
HOTELEX, INC.  
(a Delaware corporation)  
AND  
HOTELEX, INC.  
(a Florida corporation)**

AGREEMENT AND PLAN OF MERGER entered into as of March 7, 2016 by HOTELEX, INC., a business corporation of the State of Delaware, and approved by resolution adopted by its board of directors and stockholders on said date, and entered into as of March 7, 2016, by HOTELEX, INC., a business corporation of the State of Florida, and approved by resolution adopted by its board of directors on said date and subject to pending approval by its stockholders.

WHEREAS, HOTELEX, INC. is a business corporation of the State of Delaware, with its registered office therein located c/o Business Filings Incorporated, 108 West 13<sup>th</sup> St., Wilmington, DE 19801;

WHEREAS, HOTELEX, INC. is a business corporation of the State of Florida, with its registered office therein located at 931 Village Blvd., Ste. 905-363, West Palm Beach, FL 33409.

WHEREAS, Section 252 of the Delaware General Corporation Law (the "DGCL") permits a merger of a business corporation of the State of Delaware with and into another business corporation of a state outside the State of Delaware, and Section 607.1107, Florida Statutes, permits the merger of one or more foreign corporations into a business corporation of the State of Florida in the event that the laws of such state permit the same; and

WHEREAS, Hotelex, Inc., a Delaware corporation, and Hotelex, Inc., a Florida corporation, and the respective boards of directors of each declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Hotelex, Inc., a Delaware corporation, with and into Hotelex, Inc., a Florida corporation, pursuant to the provisions of Section 607.1107, Florida Statutes, and the applicable of Sections 607.1101 through 607.1105, Florida Statutes, upon the filing of Articles of Merger with the Secretary of State of the State of Florida and subject to the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Hotelex, Inc., a Florida corporation, and approved by the unanimous written consent of its board of directors and shareholders, and being thereunto duly entered into by Hotelex, Inc., a Delaware corporation, and approved by the unanimous written consent by its board of directors and shareholders, this Agreement and Plan of Merger and the terms and conditions hereof, and the mode of carrying the same into effect,

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together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth in this Agreement and Plan of Merger:

1. Hotelex, Inc., a Delaware corporation, shall, pursuant to the provisions of Section 607.1107, Florida Statutes, as well as the applicable of Sections 607.1101 through 607.1105, Florida Statutes, be merged with and into Hotelex, Inc., a Florida corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name of Hotelex, Inc. pursuant to the provisions of Section 607.1107, Florida Statutes, and the applicable of Sections 607.1101 through 607.1105, Florida Statutes, and as provided in the Articles of Merger. The separate existence of Hotelex, Inc., a Delaware corporation, which is sometimes hereinafter referred to as the "terminating corporation," shall cease at said effective time in accordance with the provisions of the of Section 607.1107, Florida Statutes, and the applicable of Sections 607.1101 through 607.1105, Florida Statutes.

2. The Articles of Incorporation of the surviving corporation, as the same shall be in force and effect at the effective time in the State of Florida of the merger herein provided for, shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the applicable provisions of Chapter 607, Florida Statutes.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Chapter 607, Florida Statutes.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall continue to hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the \$.01 par value common stock of the terminating corporation shall, at the effective time of the merger, be converted into 617.2383 shares of the voting common stock, \$.001 par value, of the surviving corporation. Any and all outstanding options and warrants of the terminating corporation shall be cancelled upon the merger. All issued and outstanding shares of the surviving corporation immediately prior to the time of the merger shall be cancelled and restored to authorized but unissued shares of the surviving corporation.

6. The surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the terminating corporation, as well as for enforcement of any obligation of the surviving corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the terminating corporation as and when determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address without the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

Hotelex, Inc.  
931 Village Blvd., Ste. 905-363  
West Palm Beach, FL 33409

7. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted on behalf of the terminating corporation and the surviving corporation in accordance with the provisions of Chapter 607, Florida Statutes, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida including, without limitation, the Articles of Merger, and that they will cause to be performed all necessary acts within the State of Florida to effectuate the merger provided for herein.

8. The board of directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or the merger provided for herein.

9. Notwithstanding the full approval and adoption of this Agreement and Plan of Merger, the said Agreement and Plan of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations that are a party hereto.

Dated: March 7, 2016

**HOTELEX DE:**

Hotelex, Inc., a Delaware corporation

By: 

Dennis Lee, President

**HOTELEX FL:**

Hotelex, Inc., a Florida corporation

By: 

Dennis Lee, President