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Cameron, C. Siobhan

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MERGER OR SHARE EXCHANGE

FNTC Merger Sub, Inc.

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ARTICLES OF MERGER
OF
VACATION PARTNER SERVICES INC.,
a Florida corporation
INTO
FNTC MERGER SUB, INC.,
a Florida corporation

The following articles of merger dated as of June 17, 2019 are submitted to merge Vacation Partner Services Inc., a Florida corporation, with and into FNTC Merger Sub, Inc., a Florida corporation, in accordance with Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
VACATION PARTNER SERVICES INC.	FLORIDA	P15000060494

SECOND: The name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
FNTC MERGER SUB, INC.	FLORIDA	P19000032958

THIRD: The plan of merger ("Plan of Merger") is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on the date these 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 party on June 17, 2019.


SIXTH: The Plan of Merger was adopted by the sole shareholder of the merging party on May 15, 2019.

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IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of the date first set forth above.

VACATION PARTNER SERVICES INC.,
a Florida corporation

By: 
Name: Leon Basye
Title: President

FNTC MERGER SUB, INC.,
a Florida corporation

By: _____
Name: _____
Title: _____

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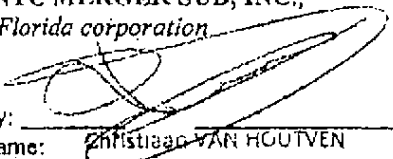
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IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of the date first set forth above.

VACATION PARTNER SERVICES INC.,
a Florida corporation

By: _____
Name:
Title:

FNTC MERGER SUB, INC.,
a Florida corporation

By: 
Name: Christiaan VAN HOUTVEN
Title: Director

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EXHIBIT A**PLAN OF MERGER**

This plan of merger (this "Plan") dated as of June __, 2019, by and between Vacation Partner Services Inc., a Florida corporation and FNTC Merger Sub, Inc., a Florida corporation, is submitted in compliance with Section 607.1101, Florida Statutes.

FIRST: The name and jurisdiction of the merging party are as follows (the "Merging Party"):

<u>Name</u>	<u>Jurisdiction</u>
VACATION PARTNER SERVICES INC.	FLORIDA

SECOND: The name and jurisdiction of the surviving party are as follows (the "Surviving Party"):

<u>Name</u>	<u>Jurisdiction</u>
FNTC MERGER SUB, INC.	FLORIDA

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

- (a) In accordance with the provisions of the Florida Business Corporation Act, the Merging Party shall be merged with and into the Surviving Party and thereupon, the separate existence of the Merging Party shall cease and the Surviving Party shall continue to exist under the name Vacation Partner Services Inc., to be governed by the laws of the State of Florida (the "Merger"), and the separate existence of the Surviving Party with all its rights, privileges, powers, immunities and franchises, will continue unaffected by the Merger, except as set forth in this Plan. The Merger shall become effective at such time as the Articles of Merger are duly filed with the Florida Department of State (the "Effective Time").
- (b) The articles of incorporation of the Surviving Party as in effect immediately prior to the Effective Time shall be amended as set forth in Exhibit A attached hereto.
- (c) The Bylaws of the Merging Party, if any, shall cease to exist and the Surviving Party's Bylaws shall remain in effect until new Bylaws are adopted.
- (d) The officers and Board of Directors of the Merging Party shall cease to exist in their respective positions of the Merging Party and the officers and Board of Directors of the Surviving Party shall remain the officers and Board of Directors of the Surviving Party at the Effective Time.

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- (c) Prior to the Effective Time, the Merging Party and the Surviving Party shall take all action necessary or appropriate in order to effectuate the Merger. If, at any time after the Effective Time, the Surviving Party shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers or authorized representatives of the Surviving Party or the Merging Party, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Party, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Party to carry out the provisions of this Plan.

FOURTH: The manner and basis of converting the shares of the Merging Party into securities of the Surviving Party are as follows:

Each share of capital stock of the Merging Party issued and outstanding immediately prior to the Effective Time (the "Purchased Shares") will, by virtue of the Merger and without any action on the part of the holders of the Purchased Shares, be converted at the Effective Time into the right to receive certain cash and promissory notes as set forth in that certain Agreement and Plan of Merger, dated as of May 15, 2019, by and among Merging Party, Surviving Party, and the respective owners thereof (the "Merger Agreement"). From and after the Effective Time, the Purchased Shares will no longer be outstanding and will be canceled and retired and will cease to exist, and the owner of the Merging Party will thereafter cease to have any rights with respect to the Purchased Shares, except for the right to receive the consideration contemplated by the Merger Agreement.

* * *

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

SURVIVING PARTY:

FNTC MERGER SUB, INC.,
a Florida corporation

By: _____
Name:
Title:

MERGING PARTY:

VACATION PARTNER SERVICES INC.,
a Florida corporation

By: _____
Name:
Title:

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EXHIBIT A

Articles of Amendment to Articles of Incorporation of the Surviving Party

(see attached)

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FNTC MERGER SUB, INC.**

FNTC Merger Sub, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is FNTC Merger Sub, Inc.
2. The date of the filing of its original Articles of Incorporation with the Florida Department of State (the "State") was April 19, 2019 under filing number P19000032958 (the "Articles").
3. Pursuant to and in accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, these Articles of Amendment to Articles of Incorporation amend certain provisions of the Articles of the Corporation. Article I of the Articles of the Corporation is hereby deleted in its entirety and the following is substituted therefore:

"ARTICLE I

Name and Duration

The name of the Corporation is Vacation Partner Services Inc. The duration of the Corporation is perpetual."

4. The foregoing amendment to the Articles was unanimously adopted by the Board of Directors and the sole Shareholder of the Corporation on the ____ day of June, 2019 in accordance with Sections 607.0704 and 607.0821, respectively, of the Florida Business Corporation Act. The number of votes cast by the Shareholder of the Corporation was sufficient for approval.

IN WITNESS WHEREOF, said Corporation has caused these Articles of Amendment to Articles of Incorporation to be signed this ____ day of June, 2019.

FNTC MERGER SUB, INC.

By: _____
Name: _____
Title: _____

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