

P93000032717

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FILED
99 AUG 13 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 5, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/09/99--01029--001
*****70.00 *****70.00

RE: MERGER OF 1250 WEST CORP. INTO H.E.S. HOTELS CORP.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Merger in connection with the above referenced transaction, along with our check in the amount of \$70.00 to cover the filing fee.

Please return one filed copy to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,



ANDREW R. FRIEDMAN

ARF
Encl.

Merger

V. SHEPARD AUG 17 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

1250 WEST CORP., a Florida corporation, P95000048677

INTO

H.E.S. HOTELS CORP., a Florida corporation, P93000032717.

File date: July 13, 1999

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
1250 WEST CORP.
(a Florida corporation)
INTO
H.E.S. HOTELS CORP.
(a Florida corporation)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to sections 607.1101 and 607.1109 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The names of the corporations who are parties to the merger are **1250 West Corp.**, a Florida corporation, and **H.E.S. Hotels Corp.**, a Florida corporation. **H.E.S. Hotels Corp.**, a Florida corporation, shall be the surviving corporation.

SECOND: 1250 West Corp. is a corporation organized under the laws of the State of Florida. H.E.S. Hotels Corp. is a corporation organized under the laws of the State of Florida.

THIRD: The Certificate of Incorporation of H.E.S. Hotels Corp., a Florida corporation shall not be affected by the merger.

FOURTH: All of the issued and outstanding shares of 1250 West Corp. shall be cancelled automatically without any action on the part of the holder of any shares of 1250 West Corp. or H.E.S. Hotels Corp.

FIFTH: The Plan of Merger was approved by the Board of Directors of 1250 West Corp., on July 1, 1999, and it was adopted by its stockholders on July 1, 1999. The Plan of Merger was approved by the Board of Directors of H.E.S. Hotels Corp. on July 1, 1999, and was adopted by all of its stockholders on July 1, 1999.


SIXTH: The Plan of Mergers is attached hereto as Exhibit "A".

SEVENTH: This Merger shall become effective upon filing of these Articles of Merger with the Secretary of State of Florida.

Signed this ____ day of July, 1999.


H.E.S. HOTELS CORP.
a Florida corporation

BY: 
Shimon Levy, President

ATTEST: 
Eldad Israel, Secretary

1250 WEST CORP.
a Florida corporation

BY: 
Shimon Levy, President

ATTEST: 
Eldad Israel, Secretary

STATE OF FLORIDA)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of July, 1999, by Shimon Levy and Eldad Israel, President and Secretary respectively of H.E.S. Hotels Corp., and 1250 West Corp., on behalf of said corporations. Shimon Levy and Eldad Israel are personally known to me or produced _____ as identification and did not take an oath.

Notary Public, State of Florida

My Commission Expires:

AGREEMENT AND PLAN OF MERGER

Between

1250 WEST CORP

(a Florida corporation)

And

H.E.S. HOTELS CORP.

(a Florida corporation)

This Agreement and Plan of Merger is made and entered into as of the 3rd day of July, 1999, by and among **1250 West Corp.**, a Florida corporation (hereinafter referred to as "1250"), and **H.E.S. Hotels Corp.**, a Florida corporation (hereinafter referred to as "H.E.S." or as the "Surviving Corporation"); 1250 and H.E.S. are sometimes hereinafter collectively referred to as the "Constituent Corporations".

WITNESETH:

WHEREAS, the total number of shares which 1250 has authority to issue is 100,000 shares of common stock, \$1.00 par value (such stock being hereinafter referred to as "1250 Stock"), of which 1000 shares are issued and outstanding; and

WHEREAS, the total number of shares which H.E.S. has authority to issue is 1,000 shares of common stock, \$1.00 par value (such stock being hereinafter referred to as "H.E.S. Stock"), of which 999.9 shares are issued and outstanding; and

WHEREAS, the board of directors of each of the Constituent Corporations deem it advisable that 1250 be merged into H.E.S. in a transaction intended to qualify under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and that 1250 be merged into H.E.S. on the terms and conditions hereinafter set forth, in accordance with the laws of the State of Florida which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, 1250 and H.E.S., by their respective boards of directors, have agreed, and do hereby agree, each with the other as follows:

1. 1250 shall be merged into H.E.S., the Surviving Corporation.

2. The merger shall become effective pursuant to the laws of the State of Florida upon filing of the Articles of Merger with the Secretary of State of Florida (the "Effective Date"). At the Effective Date:

A. The two Constituent Corporations shall be a single corporation, which shall be H.E.S., the Surviving Corporation, and the separate existence of 1250 shall cease;

Exhibit "A"

B. H.E.S. shall possess all of the rights, privileges, immunities and franchises, both public and private, 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 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;

C. H.E.S. shall 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;

D. The by-laws of H.E.S. shall be the by-laws of the Surviving Corporation; and

E. The directors and officers of the Surviving Corporation shall be as follows:

Shimon Levy
Eldad Israel

President/Director
Secretary/Treasurer/Director

F. All of the issued and outstanding shares of 1250 shall be cancelled automatically without any action on the part of the holder of any shares of 1250 or H.E.S.

3. The Certificate of Incorporation of H.E.S. shall not be amended in any respect by reason of this Agreement, and said Certificate of Incorporation shall constitute the Certificate of Incorporation of the Surviving Corporation until altered, amended, restated or repealed in the manner provided by law.

4. All legal, accounting and other costs incurred in connection with this Agreement and the transactions contemplated hereby shall be paid by the parties incurring such expenses.

5. The principal office of the Surviving Corporation shall be 1250 W. Hillsboro Blvd., Deerfield Beach, Florida 33442. The registered agent of the Surviving Corporation shall be Shimon Levy, 820 E. Coco Plum Circle, Plantation, Florida 33324.

6. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of 1250, then the proper officers and directors of 1250 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 Agreement. Without limiting the foregoing, the parties to this Agreement intend

that any and all distributions of assets and other properties pursuant to this Agreement shall be completed no later than July 31, 1999.

7. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated by either of the Constituent Corporations by an appropriate resolution of its board of directors at any time, provided that the Articles of Merger shall not have been filed with the Secretary of the State of Florida.

8. This Agreement may be executed in any number of counterparts, each of which shall be an original, but all of which, taken together, shall constitute one and the same instrument.

9. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their respective officers thereunto duly authorized as of the day and year first above written.

1250 WEST CORP.

BY: S. Levy
Shimon Levy, President

ATTEST: [Signature]
Eldad Israel, Secretary

H.E.S. HOTELS CORP.

BY: S. Levy
Shimon Levy, President

ATTEST: [Signature]
Eldad Israel, Secretary