

P98000107831

(Requestor's Name)

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☐ PICK-UP

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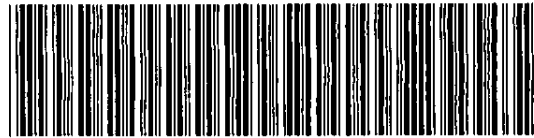
(Business Entity Name)

(Document Number)

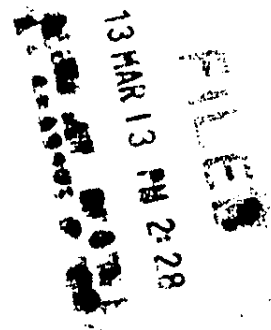
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RECEIVED  
DEPARTMENT OF STATE  
13 MAR 13 AM 10:50

Merger  
w/Name  
Change

03-14-13  
De



COMMUNICATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 567476 5150630  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 70.00

ORDER DATE : March 12, 2013  
ORDER TIME : 9:14 AM  
ORDER NO. : 567476-005  
CUSTOMER NO: 5150630

ARTICLES OF MERGER

MLM PLANNERS, INC.

INTO

MLM FRANCHISING INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

560764



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 13, 2013

CSC  
CORPORATION SERVICE COMPANY  
ATTN: SUSIE KNIGHT  
TALLAHASSEE, FL 32301

SUBJECT: MLM FRANCHISING INC.  
Ref. Number: P98000107831

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for MLM FRANCHISING INC.. However, the document has not been filed and is being returned for the following:

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is L07000051010 - CP HOLDINGS, LLC.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 913A00005958

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
13 MAR 13 PM 2:28

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MLM Franchising Inc., to be renamed Cruise Planners Holdings, Inc.	Florida	P98000107831

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MLM Franchising Inc.	Florida	P98000107831
MLM Planners, Inc.	Florida	P94000085143
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (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 March 12, 2013.

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 March 12, 2013.

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)

Name of Corporation

Typed or Printed Name of Individual & Title

MLM Planners, Inc.

Miller See  
Miller See

Michelle Fee PRESIDENT

Michelle Fee PRESIDENT

**PLAN OF MERGER**

**of**

**MLM PLANNERS, INC.**  
**(a Florida corporation)**

**with and into**

**MLM FRANCHISING INC.**  
**(a Florida corporation)**

Pursuant to Title XXXVI, Section 607.1101, et seq. of the Florida Statutes, the undersigned corporation executed the following Plan of Merger:

**FIRST:** The names and states of incorporation in the Agreement of Merger of the constituent corporations are MLM PLANNERS, INC., a Florida corporation, and MLM Franchising Inc., a Florida corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 607.1101, et seq. of the Florida Statutes.

**THIRD:** The name of the surviving corporation is MLM Franchising Inc., a Florida corporation.

**FOURTH:** The Certificate of Incorporation of MLM Franchising Inc. shall be the surviving corporation's Certificate of Incorporation.

**FIFTH:** The Articles of Incorporation of the surviving corporation are amended to change the name of the surviving corporation to Cruise Planners Holdings, Inc.

**SIXTH:** The merger is to become effective on the date the Articles of Merger are filed with the Florida Department of State.

**SEVENTH:** The Agreement of Merger is on file at 3300 University Drive, Suite 1, Coral Springs, Florida 33065, the place of business of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF,** said surviving corporation has caused this certificate to be signed by an authorized officer, the 12<sup>th</sup> day of March, 2013.

**MLM FRANCHISING INC.**

By: 

Michelle Fee, President

## **AGREEMENT OF MERGER**

**THIS AGREEMENT OF MERGER** (this "Agreement") is made and entered into effective as of March 12, 2013, by and among **MLM PLANNERS, INC.**, a Florida corporation ("MLM Planners" or the "Merging Corporation") and **MLM FRANCHISING INC.**, a Florida corporation ("MLM Franchising" or the "Surviving Corporation").

### **RECITALS**

**WHEREAS**, the authorized capital stock of MLM Planners consists of 1,000 shares of Common Stock, par value \$1.00 per share (the "MLM Planners Common Stock"), 1,000 of which shares have been issued and are outstanding;

**WHEREAS**, the authorized capital stock of MLM Franchising consists of 1,000,000 shares of Common Stock, no par value (the "MLM Franchising Common Stock"), 1,000 of which shares have been issued and are outstanding;

**WHEREAS**, the respective Boards of Directors of MLM Planners and MLM Franchising deem a merger of MLM Planners with and into MLM Franchising pursuant to the terms hereof (the "Merger") desirable and in the best interests of the corporations and their respective stockholders; and

**WHEREAS**, the respective Boards of Directors and stockholders of MLM Planners and MLM Franchising have, by resolutions duly adopted, approved this Agreement in accordance with the provisions of the Corporations Law of the State of Florida (the "FCL") upon the terms and conditions set forth herein.

**NOW, THEREFORE**, in consideration of the premises and mutual covenants herein contained, the parties hereto agree as follows:

### **SECTION 1 MERGER**

On the Effective Date (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and the Merging Corporation and the Surviving Corporation shall be a single corporation which shall be the Surviving Corporation. The title to all property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

## **SECTION 2 STOCKHOLDER APPROVAL**

The Merging Corporation and the Surviving Corporation has each submitted this Agreement to its stockholders and obtained requisite stockholder approval in accordance with the FCL.

## **SECTION 3 EFFECTIVE DATE**

The Merger of the Merging Corporation and the Surviving Corporation shall be effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date"). The Merging Corporation and the Surviving Corporation shall cause the Plan of Merger to be filed with the Florida Secretary of State in accordance with the FCL on the Effective Date.

## **SECTION 4 SHARES OF STOCK**

4.1 Conversion of Shares. On the Effective Date, by virtue of the Merger and without any further action on the part of the Merging Corporation and the Surviving Corporation, the outstanding shares of common stock of the Merging Corporation and MLM Franchising Inc. shall be converted into shares of common stock of the Surviving Corporation as follows:

- (a) On the Effective Date, each share of MLM Planners Common Stock and each share of MLM Franchising Common Stock which is issued and outstanding immediately prior to the Effective Date shall be converted into and represent the right to receive one-half (1/2) share of Common Stock of the Surviving Corporation, and the holders thereof shall retain their present rights therein.
- (b) All outstanding shares of MLM Planners and MLM Franchising Inc. will be extinguished in the Merger.
- (c) On the Effective Date, each holder of an outstanding certificate or certificates which prior thereto represented shares of MLM Planners Common Stock or MLM Franchising Common Stock shall surrender the same to the Surviving Corporation or its agent, and each such holder shall be entitled upon such surrender to receive in exchange therefor, without cost to it or him, a certificate or certificates representing the number of shares of common stock of the Surviving Corporation into which MLM Planners Common Stock and MLM Franchising Common Stock, theretofore represented by the certificate or certificates so surrendered, shall have been converted.

4.3 Issuance of Shares. On the Effective Date, the Surviving Corporation will issue shares of its common stock to the former holders of the MLM Planners Common Stock and the MLM Franchising Common Stock, and following the Merger the common stock of the Surviving Corporation issued and outstanding will be as follows:

Michelle Fee	500 Shares
Tom Kruszewski	250 Shares
Vicky Garcia	250 Shares



## **SECTION 5 CORPORATION INCIDENTS**

5.1 Certificate of Incorporation. The Certificate of Incorporation of MLM Franchising, as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation following the Merger, subject to amendment thereof changing the name of the surviving corporation to Cruise Planners Holdings, Inc.

5.2 Bylaws. The Restated Bylaws of MLM Franchising, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following the Merger.

5.3 Board of Directors and Officers. The Board of Directors of the Surviving Corporation following the Merger shall consist of the persons who are members of the Board of Directors of MLM Franchising immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following the Merger shall be the persons who are the officers of MLM Franchising immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.

## **SECTION 6 PLAN OF REORGANIZATION**

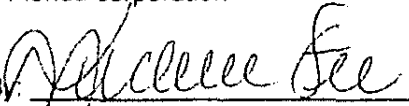
It is the intent of the parties that the Merger contemplated by this Agreement shall promote administrative, operational and accounting efficiencies, and enhance and simplify the financial structures of the Merging Corporation and Surviving Corporation, and constitute under the FCL a tax-free corporate reorganization within the meaning of Internal Revenue Code Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

*[Signature page follows]*

**IN WITNESS WHEREOF**, the undersigned have caused this Agreement of Merger to be executed by their duly authorized officers.

**MLM PLANNERS, INC.,**  
a Florida corporation

Date: March 12, 2013

By:   
Michelle Fee, President

**MLM FRANCHISING INC.,**  
a Florida corporation

Date: March 12, 2013

By:   
Michelle Fee, President

MMB: 4827-0649-8066, v. 3