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Account Name : HODGSON, RUSS, ANDREWS, ET AL

Account Number : 072720000242 Phone : (561)394-0500 Fax Number : (561)394-3862

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MERGER OR SHARE EXCHANGE

HSI SYMBIOTIC ACQUISITION, INC.

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ARTICLES OF MERGER Merger Sheet

MERGING:

SYMBIOTIC SYSTEMS CORPORATION, a Colorado corporation, not qualified in Florida

INTO

HSI SYMBIOTIC ACQUISITION, INC., a Florida entity, P99000084629

File date: October 7, 1999

Corporate Specialist: Karen Gibson

OCT-13-1999	16:46
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561 394 3862

P.01/09

HODGSON RUSS ANDREWS WOODS &

GOODYEAR....

ATTORNEYS AT LAW

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Please deliver the following pages to:

18160,0012

Name:

Karen Gibbs

Phone Number:

850-488-9000

Company:

Secretary of State/Corporation Division

City, State:

Tallahassee, Florida

Telecopier Number:

850-922-4000

Must be Sent by:

October 13, 1999

Time: Before 5:00 p.m.

From:

Hazel A. Gianatiempo

Ext: 3020

Total Pages:

9 (including cover page)

Today's Date: October 13, 1999

Comments:

Please see the attached letter regarding re-submitting Articles of Merger for Symbiotic Systems with HSI Symbiotic Acquisition, Inc.

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October 13, 1999

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VIA FACSIMILE NO. (850) 922-4000 Secretary of State - Corporation Division 409 E. Gaines Street Tallahassee, Florida 32302 ATTN: KAREN GIBBS

Dear Ms. Gibbs:

Re: SYMBIOTIC SYSTEMS CORPORATION

Pursuant to our telephone conference this afternoon, attached are the Articles of Merger of SYMBIOTIC SYSTEMS CORPORATION., a Colorado corporation, merging with and into HSI SYMBIOTIC ACQUISITION, INC., a Florida corporation hereby re-submitted for electronic filing.

The original Articles of Merger were rejected by your office. However, we never received any notification of same. Please backdate the filing of the Articles of Merger to show a filing of October 7, 1999.

Charge our account accordingly and forward a certified copy to the undersigned via facsimile at (561) 394-3862 as soon as possible.

If you have any questions, please call 1-800-331-1025.

Paralegal

Gianatiempo,

Enclosures H99000024852 8 FLADOCS: 40479_2 (V8F02) 18160.0013 н99000024852 8

ARTICLES OF MERGER

OF

SYMBIOTIC SYSTEMS CORPORATION (a Colorado corporation)

INTO

HSI SYMBIOTIC ACQUISITION, INC. (a Florida corporation)

99 OCT -7 PM 3: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Section 607.1107 of the Florida Business Corporation Act

The undersigned, Paul Lachance, being the President of SYMBIOTIC SYSTEMS CORPORATION., a Colorado corporation, and Brian Holland, being the Vice President of HSI SYMBIOTIC ACQUISITION, INC., a Florida corporation, do hereby certify:

- SYMBIOTIC SYSTEMS CORPORATION ("SYMBIOTIC") is a corporation organized under the laws of the State of Colorado. HSI SYMBIOTIC ACQUISITION, INC. ("HSI SYMBIOTIC") is a corporation organized under the laws of the State of Florida.
- 2. The plan of merger attached hereto as <u>Exhibit A</u> was adopted by the board of directors and shareholders of SYMBIOTIC on September 28, 1999 and by the board of directors and shareholders of HSI SYMBIOTIC on September 28, 1999.
- The effective date of the merger shall be the date of filing of these Articles of Merger with the Florida Secretary of State.

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4. The merger of SYMBIOTIC into HSI SYMBIOTIC is permitted by the laws of the State of Colorado and is in compliance therewith.

IN WITNESS WHEREOF, the undersigned hereby sign these Articles and affirm the statements made herein as true under the penalties of perjury this 28th day of September 1999.

SYMBIOTIC SYSTEMS CORPORATION

By By Brand Brandant

HSI SYMBIOTIC ACQUISITION, INC.

Brian Holland, Vice President

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PLAN OF MERGER of SYMBIOTIC SYSTEMS CORPORATION (a Colorado corporation) into HSI SYMBIOTIC ACQUISITION, INC. (a Florida corporation)

- The name of the corporation to be merged is SYMBIOTIC SYSTEMS
 CORPORATION, a Colorado corporation ("SYMBIOTIC"). The name of the surviving
 corporation is HSI SYMBIOTIC ACQUISITION, INC., a Florida corporation ("HSI
 SYMBIOTIC").
- 2. The merger shall be effective upon the filing of Articles of Merger in with the Colorado Secretary of State and the filing of Articles of Merger with the Florida Secretary of State (the "Effective Date").
 - 3. The terms and conditions of the proposed merger are as follows:
- (a) The articles of organization of HSI SYMBIOTIC on the Effective

 Date shall continue to be articles of organization of HSI SYMBIOTIC.
- (b) The directors and officers of HSI SYMBIOTIC on the Effective

 Date shall continue to be the directors and officers of HSI SYMBIOTIC.

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- (c) The bylaws of HSI SYMBIOTIC on the Effective Date shall continue to be the bylaws of HSI SYMBIOTIC.
- (d) The effect of the merger shall be the effect described in Section 7111-106 of the Business Corporation Act of the State of Colorado and Section 607.1106 of the
 Business Corporation Act of the State of Florida.
- 4. Upon the effective date of the merger, by virtue of the merger and without any further action on the part of SYMBIOTIC, HSI SYMBIOTIC or their respective shareholders, (i) the shares of common stock of SYMBIOTIC issued and outstanding on the Effective Date (each a "SYMBIOTIC Share") shall be changed and converted into 984,640 shares of the \$.000000333 par value common shares of Hospitality Solutions International, Inc., a Florida corporation and the only shareholder of HSI SYMBIOTIC, issuable upon the surrender of the certificates formerly representing such SYMBIOTIC Shares and (ii) each SYMBIOTIC Share held in the treasury of SYMBIOTIC, if any, shall be canceled and retired and cease to exist, and no consideration shall be delivered in exchange therefor.

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