66343[4]

Bank of America

August 23, 2000

Bank of America Legal Department
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 24 AM 9:13

EFFECTIVE DATE
9/30/00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed for filing are one original and one copy of Articles of Merger.

Also enclosed is our check in the amount of $140.00 (four corporations @ $35.00 each).

Please return a file-stamped copy of the Articles to my attention in the enclosed Airborne envelope.

If you have any questions, please contact me at 704/386-7483. Thank you for your assistance.

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-08/24/00--01079--029
***140.00 ***140.00

Best regards,

Brenda Mareski, CLA
Paralegal

Enclosures

Merger

V. SHEPARD SEP 11 2000

USA

ARTICLES OF MERGER
Merger Sheet

MERGING:

CITIZENS TRAVEL, INC., a Florida corporation, M24739

EQUITABLE SERVICE CORPORATION, an Ohio corporation, P00621

TRANSTEX MANAGEMENT COMPANY, a Texas corporation not qualified in Florida

INTO

CSF HOLDINGS, INC., a Florida entity, 663434.

File date: August 24, 2000 , effective September 30, 2000

Corporate Specialist: Velma Shepard

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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EFFECTIVE DATE
9/30/00

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the **surviving** corporation is:

Name	**Jurisdiction**
CSF Holdings, Inc.	Florida

SECOND: The name and jurisdiction of each **merging** corporation is:

Name	**Jurisdiction**
Citizens Travel, Inc.	Florida
Equitable Service Corporation	Ohio
TransTex Management Company	Texas

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on September 30, 2000.

FIFTH: Adoption of Merger by **surviving** corporation – The Plan of Merger was adopted by the Sole Shareholder of the surviving corporation on July 15, 2000.

SIXTH: Adoption of Merger by **merging** corporations – The Plan of Merger was adopted by the Sole Shareholder of each of the merging corporations on July 15, 2000.

SEVENTH: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
CSF Holdings, Inc.	Gary S. Williams	Gary S. Williams Senior Vice President
Citizens Travel, Inc.	Gary S. Williams	Gary S. Williams Senior Vice President
Equitable Service Corporation	Gary S. Williams	Gary S. Williams Senior Vice President
TransTex Management Company	Gary S. Williams	Gary S. Williams Senior Vice President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the **surviving** corporation is:

Name	Jurisdiction
CSF Holdings, Inc.	Florida

2. The name and jurisdiction of each **merging** corporation is:

Name	Jurisdiction
Citizens Travel, Inc.	Florida
Equitable Service Corporation	Ohio
TransTex Management Company	Texas

3. The terms and conditions of the merger are as follows:

a. The Articles of Incorporation of CSF Holdings, Inc. in effect on the date of the merger shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

b. The by-laws of CSF Holdings, Inc. as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

c. The directors and officers of CSF Holdings, Inc. shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

4. The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of common stock of CSF Holdings, Inc. which shall be issued and outstanding on the effective date of this merger shall remain issued and outstanding.

Each share of common stock of Citizens Travel, Inc. which shall be issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

Each share of common stock of Equitable Service Corporation which shall be issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.

Each share of common stock of TransTex Management Company which shall be issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.