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CORPORATION NAME (S) AND DOCUMENT NUMBER (S) if known:

Prestige Travel Systems Inc. into 800Travel Acquisition
Sub, Inc.



Photocopy



Certified Copy



CERTIFICATE OF STATUS



CERTIFICATE OF GOOD
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CERTIFICATE OF FICTITIOUS
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FICTITIOUS NAME SEARCH



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 AUG 11 PM 1:32
 TALLAHASSEE, FLORIDA
 DEPARTMENT OF STATE

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Merger
 8-11-00
 PBT*

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 DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PRESTIGE TRAVEL SYSTEMS, INC., a Florida corporation, P99000087192

INTO

800 TRAVEL ACQUISITION SUB, INC., a Florida entity, P00000067519.

File date: August 11, 2000

Corporate Specialist: Doug Spittler

FILED

00 AUG 11 PM 4:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
ARTICLES OF MERGER OF**

PRESTIGE TRAVEL SYSTEMS, INC.
a Florida corporation

INTO

800 TRAVEL ACQUISITION SUB, INC.
a Florida corporation

Pursuant to Florida Statutes Section 607.1101, entitled "Merger", the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and shareholders of Prestige Travel Systems, Inc., a Florida corporation (the "Merged Corporation"), as of August 10, 2000. The Plan of Merger was adopted by the Board of Directors of 800 Travel Acquisition Sub, Inc., a Florida corporation (the "Surviving Corporation"), as of August 10, 2000. The Surviving Corporation's shareholder approval is not required.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date and time filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger").
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by its shareholder immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.
- d. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with (i) 2,292.4 shares of common stock of the Surviving Corporation's parent, 800 Travel Systems, Inc. and (ii) cash in the amount of \$200,000.00, so that in connection with

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the Merger the shareholders of the Merged Corporation shall receive in the aggregate 229,240 shares of 800 Travel Systems, Inc. common stock and \$200,000.00 in cash.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 10th day of August, 2000.

MERGED CORPORATION:

PRESTIGE TRAVEL SYSTEMS, INC.

By: Anita K. LaScala
Anita K. LaScala, President

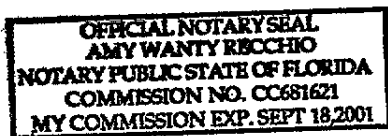
SURVIVING CORPORATION:

800 TRAVEL ACQUISITION SUB, INC.

By: Peter Sontag
Peter Sontag
President

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

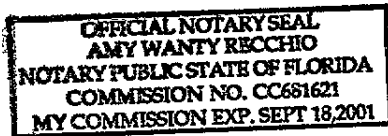
The foregoing instrument was acknowledged before me this 10th day of August, 2000, by Anita K. LaScala, who is known to me, or who provided _____ as identification, and who did take an oath, as President of Prestige Travel Systems, Inc., a Florida corporation, on behalf of said corporation.



Amy Wanty Recchio
Notary Public
Print Name:
My Commission Expires:

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 10th day of August, 2000, by Peter Sontag, who is known to me, or who provided _____ as identification, and who did take an oath, as President of 800 Travel Acquisition Sub, Inc., a Florida corporation, on behalf of said corporation.



Amy Wanty Recchio
Notary Public
Print Name:
My Commission Expires:

am
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EXHIBIT A PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 10th day of August, 2000, by and between Prestige Travel Systems, Inc., a Florida corporation (the "Merged Corporation"), and 800 Travel Acquisition Sub, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is a Florida corporation and currently has 100 shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has 100 shares issued and outstanding;

WHEREAS, the Board of Directors of the Merged Corporation deem it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 368 (a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors and shareholders of the Merged Corporation and by the Board of Directors of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607. The Surviving Corporation's shareholder approval is not required.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
BOARD OF DIRECTORS, OFFICERS AND
SHAREHOLDER OF SURVIVING CORPORATION

The Board of Directors, officers and shareholder of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfer its ownership in the Surviving Corporation.

ARTICLE V
MANNER OF CONVERTING SHARES

Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with (i) 2,292.4 shares of common stock of the Surviving Corporation's parent, 800 Travel Systems, Inc. and (ii) cash in the amount of \$200,000.00, so that in connection with the Merger the shareholders of the Merged Corporation shall receive in the aggregate 229,240 shares of 800 Travel Systems, Inc. common stock and \$200,000.00 in cash.

ARTICLE VI
APPROVAL OF MERGER

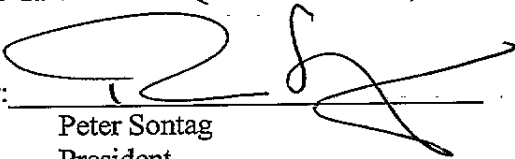
This Agreement and Plan of Merger has been approved by the Board of Directors and shareholders of the Merged Corporation and the Board of Directors of the Surviving Corporation, as provided by Florida Statutes Section 607.1103, as of August 10, 2000. The Surviving Corporation's shareholder approval is not required.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

800 TRAVEL ACQUISITION SUB, INC.

By: 
Peter Sontag
President

PRESTIGE TRAVEL SYSTEMS, INC.

By: 
Anita K. LaScala, President