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Kimberly Moore 9/29/07

MERGER OR SHARE EXCHANGE

MYTRAVEL USA HOLDINGS, INC.

LS

Certificate of Status	0
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Page Count	26
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TALLAHASSEE, FLORIDA

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2007 SEP 28 AM 11:29

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ARTICLES OF MERGER

OF

TTC HOLDINGS, INC., TTC, INC., VE HOLDINGS, INC.
AND SUNQUEST HOLIDAYS, INC.
(each, a Delaware corporation)

TRAVEL GROUP HOLDINGS, LLC
(a Delaware limited liability company)

TRAVEL SERVICES INTERNATIONAL, LLC AND AIRTOURS VACATIONS, LLC
(each, a Florida limited liability company)

AND

MYTRAVEL USA HOLDINGS, INC.
(a Florida corporation)

Pursuant to Section 607.1109 of the Florida Business Corporation Act (the "FBCA") and Section 608.4382 of the Florida Limited Liability Company Act (the "FLLCA"), the undersigned DO HEREBY CERTIFY that:

FIRST: The name and jurisdiction of organization of each of the constituent entities of the merger (the "Merger") is as follows:

<u>NAME</u>	<u>JURISDICTION OF ORGANIZATION</u>
TTC HOLDINGS, INC.	DELAWARE
TTC, INC.	DELAWARE
VE HOLDINGS, INC.	DELAWARE
SUNQUEST HOLIDAYS, INC.	DELAWARE
TRAVEL GROUP HOLDINGS, LLC	DELAWARE
TRAVEL SERVICES INTERNATIONAL, LLC	FLORIDA
AIRTOURS VACATIONS, LLC	FLORIDA
MYTRAVEL USA HOLDINGS, INC.	FLORIDA

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SECOND: The Plan of Merger is attached hereto as Exhibit A.

THIRD: The Plan of Merger attached hereto was approved and adopted by each of the domestic corporations party to the Merger in accordance with the applicable provisions of the FBCA.

FOURTH: The Plan of Merger attached hereto was approved and adopted by each of the domestic limited liability companies party to the Merger in accordance with the applicable provisions of the FLLCA.

FIFTH: The Plan of Merger attached hereto was approved and adopted by each of the other business entities party to the Merger in accordance with the applicable laws of the jurisdiction under which such other business entities are formed, organized or incorporated.

SIXTH: The merger shall be effective upon the filing of this Articles of Merger.

[Signature Page Follows]

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NO. 704 P. 4

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IN WITNESS WHEREOF, this Articles of Merger has been executed this 28th day of September 2007.

MYTRAVEL USA HOLDINGS, INC.

By: _____
Name: Michael Friisdahl
Title: President

TTC HOLDINGS, INC.

By: _____
Name: Michael Friisdahl
Title: President

TTC, INC.

By: _____
Name: Michael Friisdahl
Title: President

VE HOLDINGS, INC.

By: _____
Name: Michael Friisdahl
Title: President

SUNQUEST HOLIDAYS, INC.

By: _____
Name: Michael Friisdahl
Title: President

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AIRTOURS VACATIONS, LLC

By: 

Name: Dale Fowler

Title: President

TRAVEL GROUP HOLDINGS, LLC

By: _____

Name: Michael Friisdahl

Title: President

**TRAVEL SERVICES INTERNATIONAL,
LLC**

By: _____

Name: Michael Friisdahl

Title: President

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AIRTOURS VACATIONS, LLC

By: _____
Name: Dale Fowler
Title: President

TRAVEL GROUP HOLDINGS, LLC

By: _____
Name: Michael Friisdahl
Title: President

**TRAVEL SERVICES INTERNATIONAL,
LLC**

By: _____
Name: Michael Friisdahl
Title: President

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EXHIBIT A
Plan of Merger

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AGREEMENT AND PLAN OF MERGER

OF

TTC HOLDINGS, INC., TTC, INC., VE HOLDINGS, INC. AND SUNQUEST HOLIDAYS, INC.
(each, a Delaware corporation)

TRAVEL GROUP HOLDINGS, LLC
(a Delaware limited liability company)

TRAVEL SERVICES INTERNATIONAL, LLC AND AIRTOURS VACATIONS, LLC
(each, a Florida limited liability company)

AND

MYTRAVEL USA HOLDINGS, INC.
(a Florida corporation)

AGREEMENT AND PLAN OF MERGER entered into on September 27, 2007 by and among TTC Holdings, Inc. ("TTC Holdings"), a Delaware corporation, TTC, Inc. ("TTC"), a Delaware corporation, VE Holdings, Inc. ("VE"), a Delaware corporation, Sunquest Holidays, Inc. ("Sunquest"), a Delaware corporation, Travel Group Holdings, LLC ("Travel Group"), a Delaware limited liability company, Airtours Vacations, LLC ("Airtours"), a Florida limited liability company, Travel Services International, LLC ("Travel Services"), and together with TTC Holdings, TTC, VE, Sunquest, Travel Group and Airtours, the "Merging Entities", a Florida limited liability company and MyTravel USA Holdings, Inc. ("MT USA"), a Florida corporation.

WHEREAS MT USA is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital stock of 100,000 shares of common stock, par value \$.01 per share (the "MT USA Common Stock"), of which 1,000 shares are issued and outstanding;

WHEREAS TTC Holdings is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital stock of 1,000 shares of common stock, par value \$.01 per share (the "TTC Holdings Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS TTC is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital stock of 1,000 shares of common stock, par value \$.01 per share

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SOUTHERN DISTRICT OF FLORIDA
CORPORATE RECORDS SECTION

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(the "TTC Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS VE is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital stock of 1,000 shares of common stock, par value \$.01 per share (the "VE Common Stock"), of which 1 share is issued and outstanding;

WHEREAS Sunquest is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital stock of 1,000 shares of common stock, without par value (the "Sunquest Common Stock" and together with the TTC Holdings Common Stock, the TTC Common Stock and the VE Common Stock, the "Old Common Stock"), of which 1,000 shares are issued and outstanding;

WHEREAS Travel Group is a limited liability company duly organized and existing under the laws of the State of Delaware and has 100 membership interests issued and outstanding (the "Travel Group Member Interests");

WHEREAS Airtours is a limited liability company duly organized and existing under the laws of the State of Florida and has 100 membership interests issued and outstanding (the "Airtours Member Interests");

WHEREAS Travel Services is a limited liability company duly organized and existing under the laws of the State of Florida and has 100 membership interests issued and outstanding (the "Travel Services Member Interests" and together with the Travel Group Members Interests and the Airtours Member Interests, the "Member Interests");

WHEREAS the respective board of directors and member, as applicable, of each of the Merging Entities and MT USA have determined that the merger (the "Merger") of each of the Merging Entities with and into MT USA upon the terms and conditions set forth in this Agreement is advisable, and has approved and adopted this Agreement, and the boards of directors of MT USA and each of the Merging Entities that is a corporation has recommended that its respective stockholders approve and adopt this Agreement and the Merger;

WHEREAS, the respective stockholders of MT USA and each of the Merging Entities that is a corporation have approved and adopted this Agreement and the Merger;

NOW, THEREFORE, in consideration of the premises and the respective representations, warranties, covenants and agreements set forth in this Agreement, the parties hereto agree as follows:

I. THE MERGER

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1.1 **Merger.** In accordance with the provisions of this Agreement, at the Effective Time (as defined below), each of the Merging Entities will be merged with and into MT USA, each of the Merging Entities' separate existences will cease and MT USA will be the surviving corporation in the Merger. MT USA as the surviving corporation after the Merger is herein sometimes referred to as the "Surviving Corporation".

1.2 **Filing and Effectiveness.** As promptly as practicable following the date of this Agreement, the parties will cause (i) a Certificate of Merger (the "Delaware Certificate of Merger") in substantially the form set forth in Exhibit A-1 hereto, meeting the requirements of the Delaware General Corporation Law and the Delaware Limited Liability Company Act (collectively, the "Delaware Statutes"), to be executed, acknowledged and filed with the Secretary of State of the State of Delaware and (ii) an Articles of Merger (the "Florida Articles of Merger") in substantially the form set forth in Exhibit A-2 hereto, meeting the requirements of the Florida Business Corporation Act and the Florida Limited Liability Company Act (collectively, the "Florida Statutes" and together with the Delaware Statutes, the "Acts"), be executed, acknowledged and filed with the Secretary of State of the State of Florida. The Merger will become effective at the time when both the Delaware Certificate of Merger has been filed with the Secretary of State of the State of Delaware and the Florida Articles of Merger has been filed with the Secretary of State of the State of Florida (the "Effective Time").

1.3 **Effects of Merger.** The effects of the Merger are as follows:

- (a) **General.** At and after the Effective Time, the Merger shall have the effects specified in the Acts;
- (b) **Certificate of Incorporation.** At the Effective Time, the Articles of Incorporation of MT USA as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, until amended thereafter in accordance with applicable law;
- (c) **Bylaws.** At the Effective Time, the Bylaws of MT USA as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, until amended thereafter in accordance with applicable law;
- (d) **Directors and Officers.** At the Effective Time, each of the directors and each of the officers of MT USA immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each to hold office until their respective death, permanent disability, resignation or removal or until his or her respective successor is duly elected and qualified, all in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law; and

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(e) Effect on Capital Stock. As of the Effective Time, without any action on the part of MT USA, any of the Merging Entities, as the case may be, or of any holder of any shares of capital stock of or other interest in MT USA or any of the Merging Entities, the shares of capital stock, membership interests and other securities of MT USA and each of the Merging Entities will be converted or cancelled as follow:

- (i) Cancellation of the Old Common Stock. Each of the shares of the Old Common Stock will be cancelled without payment of any consideration therefore and shall cease to exist.
- (ii) Cancellation of the Member Interests. Each of the Member Interest will be cancelled without payment of any consideration therefore and shall cease to exist.
- (iii) Conversion of the MT USA Common Stock. Each share of the MT USA Common Stock issued and outstanding immediately prior to the Effective Time will be converted into and exchanged for one validly issued, fully paid and nonassessable share of the common stock of the Surviving Corporation, par value \$.01 per share (the "Surviving Common Stock"). Each stock certificate of MT USA Common Stock evidencing ownership of any such shares will from and after the Effective Time evidence ownership of shares of the Surviving Common Stock.

1.4 **Taking of Necessary Action; Further Action.** Prior to the Effective Time, MT USA and each of the Merging Entities shall take all such action as shall be necessary or appropriate to effectuate the Merger. If, at any time after the Effective Time, any such further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges and powers of each of the Merging Entities, the officers and directors of the Surviving Corporation are fully authorized, in the name and on behalf of MT USA and each of the Merging Entities, as applicable, to take, and MT USA will cause them to take, all such lawful and necessary actions.

II. REPRESENTATIONS AND WARRANTIES OF THE MERGING ENTITIES

Each of the Merging Entities represents and warrants to MT USA as follows:

2.1 **Due Organization.** Each of the Merging Entities (a) is duly organized, validly existing and in good standing under the laws of the jurisdiction of its incorporation or formation, as applicable, (b) is duly authorized to conduct its business and is in good standing under the laws of each

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jurisdiction where such qualification is required, (c) has the requisite corporation or limited liability company, as applicable, power and authority necessary to carry on its business as currently conducted and to own or lease its property and (d) is not in breach or violation of, or default under, any provision of its organizational documents. There is no pending or, to each of the Merging Companies' knowledge, threatened action or other proceeding for its dissolution, liquidation, insolvency or rehabilitation.

- 2.2 **Authorization; Enforceability.** Each of the Merging Entities has the requisite power and authority necessary to execute and delivery this Agreement and to consummate the Merger. Each of the Merging Entities has taken all action necessary to authorize the execution and delivery of this Agreement and the performance of its obligations hereunder, and the consummation by each of the Merging Entities of the Merger. This Agreement has been duly authorized, executed and delivered by each of the Merging Entities and is enforceable against each of the Merging Entities in accordance with its terms, except as such enforcement may be subject to the effects of bankruptcy, insolvency, reorganization, moratorium or other laws relating to or affecting the rights of creditors generally and general principles of equity (the "Enforceability Exceptions").

III. REPRESENTATIONS AND WARRANTIES OF MT USA

MT USA represents and warrants to each of the Merging Entities as follows:

- 3.1 **Due Organization.** MT USA (a) is duly organized, validly existing and in good standing under the laws of the jurisdiction of its incorporation, (b) is duly authorized to conduct its business and is in good standing under the laws of each jurisdiction where such qualification is required, (c) has the requisite corporate power and authority necessary to carry on its business as currently conducted and to own or lease its property and (d) is not in breach or violation of, or default under, any provision of its organizational documents. There is no pending or, to MT USA's knowledge, threatened action or other proceeding for its dissolution, liquidation, insolvency or rehabilitation.
- 3.2 **Authorization; Enforceability.** MT USA has the requisite power and authority necessary to execute and delivery this Agreement and to consummate the Merger. MT USA has taken all action necessary to authorize the execution and delivery of this Agreement and the performance of its obligations hereunder, and the consummation by MT USA of the Merger. This Agreement has been duly authorized, executed and delivered by MT USA and is enforceable against MT USA in accordance with its terms, except as such enforcement may be subject to the Enforceability Exceptions.

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IV. GENERAL

- 4.1 **Termination.** The Merging Entities and MT USA may, by mutual written agreement, terminate this Agreement as to all parties and the Merger may be abandoned for any reason whatsoever, at any time prior to the Effective Time.
- 4.2 **Governing Law.** This Agreement will be governed by and construed in accordance with the laws of the State of New York, without giving effect to any choice of law principles.
- 4.3 **Amendments.** This Agreement may not be amended or modified except by a writing signed by all the parties.
- 4.4 **Entire Agreement.** This Agreement, together with the exhibits attached hereto, constitutes the entire agreement and understanding of the parties in respect of its subject matter and supersedes all prior understandings, agreements or representations by or among the parties, written or oral, to the extent they relate in any way to the subject matter hereof.
- 4.5 **Counterparts.** This Agreement may be executed in two or more counterparts, each of which will be deemed to be an original and all of which together will constitute one and the same instrument.

[Signature Page To Follow]

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IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger upon behalf of each of the constituent corporations parties thereto as of the date first written above.

SURVIVING CORPORATION:

MYTRAVE USA HOLDINGS, INC.

By: _____
Name: Michael Friisdahl
Title: President

MERGING ENTITIES:

TTC HOLDINGS, INC.

By: _____
Name: Michael Friisdahl
Title: President

TTC, INC.

By: _____
Name: Michael Friisdahl
Title: President

VE HOLDINGS, INC.

By: _____
Name: Michael Friisdahl
Title: President

SUNQUEST HOLDINGS, INC.

By: _____
Name: Michael Friisdahl
Title: President

[FIRST SIGNATURE PAGE TO THE AGREEMENT AND PLAN OF MERGER]

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AIRTOURS VACATIONS, LLC

By: 

Name: Dale Fowler

Title: President

TRAVEL GROUP HOLDINGS, LLC

By: _____

Name: Michael Friisdahl

Title: President

**TRAVEL SERVICES INTERNATIONAL,
LLC**

By: _____

Name: Michael Friisdahl

Title: President

[SECOND SIGNATURE PAGE TO THE AGREEMENT AND PLAN OF MERGER]

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AIRTOURS VACATIONS, LLC

By: _____
Name: Dale Fowler
Title: President

TRAVEL GROUP HOLDINGS, LLC

By: _____
Name: Michael Friedahl
Title: President

**TRAVEL SERVICES INTERNATIONAL,
LLC**

By: _____
Name: Michael Friedahl
Title: President

[SECOND SIGNATURE PAGE TO THE AGREEMENT AND PLAN OF MERGER]

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Exhibit A-1
Delaware Certificate of Merger

[See attached]

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CERTIFICATE OF MERGER

OF

**TTC HOLDINGS, INC., TTC, INC., VE HOLDINGS, INC.
AND SUNQUEST HOLIDAYS, INC.
(each, a Delaware corporation)**

**TRAVEL GROUP HOLDINGS, LLC
(a Delaware limited liability company)**

AND

**MYTRAVEL USA HOLDINGS, INC.
(a Florida corporation)**

Pursuant to Section 252 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned DOES HEREBY CERTIFY that:

FIRST: The name and jurisdiction of organization of each of the constituent entities (the "Constituent Entities") of the merger (the "Merger") is as follows:

<u>NAME</u>	<u>JURISDICTION OF ORGANIZATION</u>
TTC HOLDINGS, INC.	DELAWARE
TTC, INC.	DELAWARE
VE HOLDINGS, INC.	DELAWARE
SUNQUEST HOLIDAYS, INC.	DELAWARE
TRAVEL GROUP HOLDINGS, LLC	DELAWARE
MYTRAVEL USA HOLDINGS, INC.	FLORIDA

SECOND: An Agreement and Plan of Merger among the Constituent Entities has been approved, adopted, certified, executed, and acknowledged by each of the Constituent

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Entities.

THIRD: The name of the surviving corporation of the Merger is MyTravel USA Holdings, Inc., a Florida corporation (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of MyTravel USA Holdings, Inc., a Florida corporation, which is surviving the Merger, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Agreement and Plan of Merger is on file c/o AHI International Corporation at 6400 Shafer Court, Rosemont, Illinois 60018, the principal place of business of the Surviving Corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder or member of the Constituent Entities or any person holding an interest in any other business entity which is to merge or consolidate.

SEVENTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any constituent corporation or limited liability company of Delaware which is to merge with and into the Surviving Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law. The Surviving Corporation irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding. A copy of such process shall be mailed to the Surviving Corporation by the Secretary of State c/o AHI International Corporation at 6400 Shafer Court, Rosemont, Illinois 60018.

EIGHTH: The Merger shall be effective upon the filing of this Certificate of Merger.

[Signature Page Follows]

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IN WITNESS WHEREOF, this Certificate of Merger has been executed this _____ day of _____, 2007.

SURVIVING CORPORATION:

MYTRAVEL USA HOLDINGS, INC.

By: _____
Name: Michael Friisdahl
Title: President

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Exhibit A-2
Florida Articles of Merger

[See attached]

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ARTICLES OF MERGER

OF

**TTC HOLDINGS, INC., TTC, INC., VE HOLDINGS, INC.
AND SUNQUEST HOLIDAYS, INC.
(each, a Delaware corporation)**

**TRAVEL GROUP HOLDINGS, LLC
(a Delaware limited liability company)**

**TRAVEL SERVICES INTERNATIONAL, LLC AND AIRTOURS VACATIONS, LLC
(each, a Florida limited liability company)**

AND

**MYTRAVEL USA HOLDINGS, INC.
(a Florida corporation)**

Pursuant to Section 607.1109 of the Florida Business Corporation Act (the "FBCA") and Section 608.4382 of the Florida Limited Liability Company Act (the "FLLCA"), the undersigned DO HEREBY CERTIFY that:

FIRST: The name and jurisdiction of organization of each of the constituent entities of the merger (the "Merger") is as follows:

<u>NAME</u>	<u>JURISDICTION OF ORGANIZATION</u>
TTC HOLDINGS, INC.	DELAWARE
TTC, INC.	DELAWARE
VE HOLDINGS, INC.	DELAWARE
SUNQUEST HOLIDAYS, INC.	DELAWARE
TRAVEL GROUP HOLDINGS, LLC	DELAWARE
TRAVEL SERVICES INTERNATIONAL, LLC	FLORIDA
AIRTOURS VACATIONS, LLC	FLORIDA
MYTRAVEL USA HOLDINGS, INC.	FLORIDA

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SECOND: The Plan of Merger is attached hereto as Exhibit A.

THIRD: The Plan of Merger attached hereto was approved and adopted by each of the domestic corporations party to the Merger in accordance with the applicable provisions of the FBCA.

FOURTH: The Plan of Merger attached hereto was approved and adopted by each of the domestic limited liability companies party to the Merger in accordance with the applicable provisions of the FLLCA.

FIFTH: The Plan of Merger attached hereto was approved and adopted by each of the other business entities party to the Merger in accordance with the applicable laws of the jurisdiction under which such other business entities are formed, organized or incorporated.

SIXTH: The merger shall be effective upon the filing of this Articles of Merger.

[Signature Page Follows]

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IN WITNESS WHEREOF, this Articles of Merger has been executed this _____ day of _____, 2007.

MYTRAVEL USA HOLDINGS, INC.

By: _____
Name: Michael Friisdahl
Title: President

TTC HOLDINGS, INC.

By: _____
Name: Michael Friisdahl
Title: President

TTC, INC.

By: _____
Name: Michael Friisdahl
Title: President

VE HOLDINGS, INC.

By: _____
Name: Michael Friisdahl
Title: President

SUNQUEST HOLIDAYS, INC.

By: _____
Name: Michael Friisdahl
Title: President

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AIRTOURS VACATIONS, LLC

By: _____
Name: Dale Fowler
Title: President

TRAVEL GROUP HOLDINGS, LLC

By: _____
Name: Michael Friisdahl
Title: President

**TRAVEL SERVICES INTERNATIONAL,
LLC**

By: _____
Name: Michael Friisdahl
Title: President

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EXHIBIT A
Plan of Merger