Division of Corporations

P01000122418

Florida Department of State

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Fax Number : (850)205-0380

From:
Account Name : TRAVEL SERVICES INTERNATIONAL, INC.
Account Number : I20010000107
Phone : (561)266-6137
Fax Number : (561)266-0872

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

CRUISES INC.

EFFECTIVE DATE
1/1/02

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CRUISES, INC., a nonqualified New York corp.

INTO

CRUISES INC., a Florida entity, P01000122418.

File date: December 31, 2001 , effective January 1, 2002

Corporate Specialist: Susan Payne

EFFECTIVE DATE
1/1/02

ARTICLES OF MERGER

of

Cruises, Inc.

into

Cruises Inc.

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act (the "Act"), the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Cruises, Inc. into Cruises Inc. (the "Merger"):

A. The Plan of Merger is as follows:

1. The name of each corporation to be merged is Cruises Inc., a Florida corporation ("Surviving Company"), and Cruises, Inc., a New York corporation ("Merging Company"). The name of the surviving corporation is Cruises Inc., a Florida corporation.

2. Upon the Effective Date, all shares of the common stock of Merging Company issued and outstanding immediately prior to the Effective Date shall, without any further action, automatically be cancelled, and each holder of shares of the common stock of Merging Company shall cease to have any rights with respect thereto. Each share of the common stock of Surviving Company shall continue to be issued and outstanding as of the Effective Date.

3. The Articles of Incorporation and Bylaws of Surviving Company, as in effect immediately prior to the Effective Date of the Merger, shall be the Articles of Incorporation and Bylaws of the Surviving Company after the Effective Date, and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the Act.

4. The officers and members of the board of directors of Surviving Company in office on the Effective Date shall be the directors and officers of the Surviving Company after the Effective Date, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Company or the Act.

B. The effective date (the "Effective Date") of the Merger shall be January 1, 2002.

C. The Plan of Merger was adopted by the board of directors of Surviving Company and approved by its sole shareholder in accordance with the Act on December 31, 2001.

D. The Plan of Merger was adopted by the board of directors of Merging Company and approved by its sole shareholder in accordance with the applicable provisions of the New York Business Corporation Law on December 31, 2001.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 31st day of December, 2001.

Cruises Inc., a Florida corporation

By:____________________
Name: PATRICK DOYLE
Title: V.P.

Cruises, Inc., a New York corporation

By:____________________
Name: PATRICK DOYLE
Title: V.P.