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P94000054703

LOUIS & ANGELA COURTE / ESTATE PLAN 4376-

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MERGER OR SHARE EXCHANGE

VACATIONS ONLY, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RESORT APPRAISAL SERVICES, INC., a Florida corp., P97000074743

WORLD WIDE REAL ESTATE CENTER, INC., a Florida corp., P97000011076

INTO

VACATIONS ONLY, INC., a Florida entity, P94000054703.

File date: January 7, 2002

Corporate Specialist: Susan Payne

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF RESORT APPRAISAL SERVICES, INC. AND WORLD WIDE REAL ESTATE CENTER, INC., WITH AND INTO VACATIONS ONLY, INC.

The undersigned corporations, **RESORT APPRAISAL SERVICES, INC.**, a Florida corporation (Florida Document #P97000074743), **WORLD WIDE REAL ESTATE CENTER, INC.**, a Florida corporation (Florida Document #P97000011076), and **VACATIONS ONLY, INC.**, a Florida corporation (Florida Document #P94000054703), do hereby agree and adopt the following Articles of Merger for the purpose of merging **RESORT APPRAISAL SERVICES, INC.** and **WORLD WIDE REAL ESTATE CENTER, INC.**, with and into **VACATIONS ONLY, INC.**

1. The name of each of the undersigned corporations are: **RESORT APPRAISAL SERVICES, INC.**, **WORLD WIDE REAL ESTATE CENTER, INC.**, and **VACATIONS ONLY, INC.** The name of surviving corporation as a result of this merger shall be **VACATIONS ONLY, INC.**

2. The **AGREEMENT AND PLAN OF MERGER OF RESORT APPRAISAL SERVICES, INC. AND WORLD WIDE REAL ESTATE CENTER, INC. WITH AND INTO VACATIONS ONLY, INC.** (the "Agreement and Plan of Merger") is attached hereto as "Exhibit A" and incorporated herein by reference.

3. The Board of Directors of **RESORT APPRAISAL SERVICES, INC.**, one of the merging corporations in the merger, approved and adopted the Agreement and Plan of Merger on December 31, 2001 and directed that such document be submitted to a vote of its shareholders. All of the shareholders of **RESORT APPRAISAL SERVICES, INC.** voted for the approval and adoption of the Agreement and Plan of Merger on December 31, 2001.

4. The Board of Directors of **WORLD WIDE REAL ESTATE CENTER, INC.**, one of the merging corporations in the merger, approved and adopted the Agreement and Plan of Merger on December 31, 2001 and directed that such document be submitted to a vote of its shareholders. All of the shareholders of **WORLD WIDE REAL ESTATE CENTER, INC.** voted for the approval and adoption of the Agreement and Plan of Merger on December 31, 2001.

5. The Board of Directors of **VACATIONS ONLY, INC.**, the surviving corporation in the merger, approved and adopted the Agreement and Plan of Merger on December 31, 2001, and directed that such document be submitted to a vote of its shareholders. All of the shareholders of **VACATIONS ONLY, INC.** voted for the approval and adoption of the Agreement and Plan of Merger on December 31, 2001.

6. The merger pursuant to this Agreement and Plan of Merger shall become effective upon filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned corporations hereby make and file these Articles of Merger declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 31st day of December, 2001.

MERGING CORPORATIONS:

RESORT APPRAISAL SERVICES, INC.

By: _____
LOUIS COURTE, President

SURVIVING CORPORATION:

VACATIONS ONLY, INC.

By: _____
LOUIS COURTE, President

WORLD WIDE REAL ESTATE CENTER, INC.

By: _____
ANGELA COURTE, President

AGREEMENT AND PLAN OF MERGER OF RESORT APPRAISAL SERVICES, INC. AND WORLD WIDE REAL ESTATE CENTER, INC., WITH AND INTO VACATIONS ONLY, INC.

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 31st day of December, 2001, by and between:

RESORT APPRAISAL SERVICES, INC., a Florida corporation
(Florida Document #P97000074743),
WORLD WIDE REAL ESTATE CENTER, INC., a Florida corporation
(Florida Document #P97000011076),

(hereinafter sometimes referred to collectively as the "Merging Corporations"), and

VACATIONS ONLY, INC., a Florida corporation
(Florida Document #P94000054703)

(hereinafter sometimes referred to as the "Surviving Corporation"), said three (3) corporations hereinafter sometimes referred to collectively as the "Constituent Corporations."

W I T N E S S E T H:

WHEREAS, the Board of Directors and the Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that the Merging Corporations be merged with and into the Surviving Corporation, under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Constituent Corporations agree as follows:

ARTICLE I
TERMS OF MERGER

The Merging Corporations shall be merged with and into the Surviving Corporation. The corporation surviving after the merger shall be the Surviving Corporation, and the separate corporate existence of the Merging Corporations shall cease as of the effective date of this Agreement and Plan of Merger. The Surviving Corporation shall retain the name of "**VACATIONS ONLY, INC.**" after the merger. As of the effective date of this Agreement and

Plan of Merger, the Surviving Corporation shall possess all of the right, privileges, powers and franchises of the Merging Corporations, of a public as well as private nature, and all property, real, personal or otherwise, of the Merging Corporations, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II
CHARTER AND BYLAWS; DIRECTORS AND OFFICERS

The Articles of Incorporations and the By-Laws of the Surviving Corporation, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and the By-Laws of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation or By-Laws shall be affected by the merger hereunder. The persons who are the directors and officers of the Surviving Corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and shareholders of the Surviving Corporation without change, subject to the provisions of the Articles of Incorporation and By-Laws of the Surviving Corporation and the laws of the State of Florida.

ARTICLE III
CONVERSION OF SHARES

After the effective date of this Agreement and Plan of Merger, the holder of all of the issued and outstanding certificates representing shares of common stock in the Merging Corporations shall surrender the same to the Surviving Corporation, and such certificates shall be canceled as of the effective date of this Agreement and Plan of Merger. The issued and outstanding certificates representing ownership of shares of common stock in the Surviving Corporation shall remain the only issued and outstanding certificates representing shares of stock in the Surviving Corporation, and shall not be affected by the merger under this Agreement and Plan of Merger.

ARTICLE IV
EFFECTIVE DATE

The merger hereunder shall be effective as of the date of filing of this Agreement and Plan of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed on the day and date first above written.

MERGING CORPORATIONS:

RESORT APPRAISAL SERVICES, INC.

By: _____
LOUIS COURTE
Its President

WORLD WIDE REAL ESTATE CENTER, INC.

By: _____
ANGELA COURTE
Its President

SURVIVING CORPORATION:

VACATIONS ONLY, INC.

By: _____
LOUIS COURTE
Its President