

08-28-01 16:38

FROM-TRAVEL SERVICES INTERNATIONAL INC

561-266-0872

T-730 P. 1/03 F-845

PLEASE NOTE MUST HAVE FILING DATE OF  
461880 TODAY, 9/28/01. THANK YOU!  
Florida Department of State  
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Account Name : TRAVEL SERVICES INTERNATIONAL, INC.  
Account Number : I20010000107  
Phone : (561) 266-6137  
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EFFECTIVE DATE  
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## MERGER OR SHARE EXCHANGE

FANTASY TRAVEL, INC.

Certificate of Status	0
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Page Count	02
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merger 10/01/01  
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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

AIRTOURS VACATIONS, INC., a Florida corporation, P99000058423

INTO

FANTASY TRAVEL, INC. which changed its name to

**AIRTOURS VACATIONS, INC.**, a Florida entity, 461880.

File date: September 28, 2001 , effective September 30, 2001

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER**  
**of**  
**Airtours Vacations, Inc.**  
**into**  
**Fantasy Travel, Inc.**

EFFECTIVE DATE  
9-30-01

Pursuant to the provisions of Section 607.1105 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 Airtours Vacations, Inc., a Florida corporation into Fantasy Travel, Inc., a Florida corporation (the "Merger"):

- A. The Agreement and Plan of Merger is as follows:
1. The name of each corporation to be merged is Airtours Vacations, Inc. ("AVT") and Fantasy Travel, Inc. ("Fantasy"). Fantasy is a wholly-owned subsidiary of AVI.
  2. Each issued and outstanding share of common stock of AVI issued prior to the Effective Date shall by virtue of the Merger be converted into an equal number of shares of common stock of Fantasy.
  3. Each issued and outstanding share of Fantasy issued prior to the Effective Date shall by virtue of the Merger be canceled and extinguished.
  4. At the Effective Date, the Articles of Incorporation of Fantasy shall be the articles of incorporation of the surviving company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the Act; *provided, however*, that the name of the surviving company shall be changed to "Airtours Vacations, Inc."
  5. At the Effective Date, the Bylaws of Fantasy shall be the bylaws of the surviving company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the Act.
  6. The officers and members of the board of directors of Fantasy in office on the Effective Date shall be the directors and officers of the surviving company, all of whom shall hold their offices or directorships until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of Fantasy.
- B. The Effective Date of the Merger shall be September 30, 2001.

C. The date of adoption of the Agreement and Plan of Merger by the sole shareholder of Airtours Vacations, Inc. was September 28, 2001.

D. The date of adoption of the Agreement and Plan of Merger by the sole shareholder of Fantasy Travel, Inc. was September 28, 2001.

Dated: September 28, 2001.

**FANTASY TRAVEL, INC.**  
(a Florida corporation)

By   
Name: Patrick Doyle  
Title: Vice President

**AIRTOURS VACATIONS, INC.**  
(a Florida corporation)

By   
Name: Patrick Doyle  
Title: Vice President