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SECRETARY OF STATE

D. BRUCE

AUG 15 2011

**EXAMINER** 

## **COVER LETTER**

TO: Registration Section Division of Corporations
SUBJECT: Worldwide Getaway Vacations, Inc.
Name of Surviving Party
Please return all correspondence concerning this matter to:
Thomas V. Eagan, Esq.
*·······
Squire, Sanders & Dempsey LLP
Firm/Company
200 South Biscayne Boulevard, Suite 4100
Address
Miami, Florida 33131
City, State and Zip Code
teagan@ssd.com
teagan@ssd.com  E-mail address: (to be used for future annual report notification)
For further information concerning this matter, please call:
Thomas V. Eagan at ( 305 ) _577-2814
Name of Contact Person Area Code and Daytime Telephone Number
Certified Copy (optional) \$8.75
STREET ADDRESS: MAILING ADDRESS:
Registration Section Registration Section
Division of Corporations  Division of Corporations
Clifton Building P. O. Box 6327 Tallebranes FL 32214
2661 Executive Center Circle Tallahassee, FL 32314  Tallahassee, FL 32301

SECRETARY OF STATE

## **Articles of Merger**

The following Articles of Merger are submitted to merge the following Florida Profit in accordance with s. 607.1109, Florida Statutes.

**<u>FIRST:</u>** The exact name, form/entity type, and jurisdiction for each <u>merging</u> party are as follows:

Name	<u>Jurisdiction</u>	Form/Entity Type
Trafalgar Associates of Aventura, Ltd.	Florida	limited partnership
Worldwide Getaway Vacations, Inc.	Virgin Islands corporation	
<b>SECOND:</b> The exact name, form/e follows:	entity type, and jurisdiction	n of the Surviving Entity is as
<u>Name</u>	Jurisdiction	Form/Entity Type
Worldwide Getaway Vacations, Inc	c. Virgin Islands	corporation
MILLER OF BL.		

**THIRD:** The Plan of Merger attached as Exhibit A and made a part hereof (the "Plan of Merger") was approved by the Non-Surviving Entity formed under the laws of the State of Florida that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The Plan of Merger was approved by the Surviving Entity formed under the laws of the U.S. Virgin Islands that is a party to the merger in accordance with the applicable provisions of Title 13 Virgin Islands Code §1904 et seq.

**FIFTH:** The effective date of the merger shall be August 16, 2011, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.

EFFECTIVE DATE 08/16/11

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SIXTH: If the Surviving Entity is Florida, the Surviving Entity's purisdiction is as follows:		
One Hibiscus Alle	y, St. Thomas, US Virgin Is	lands 00802
SEVENTH: If the Surviving Entity	y is an out-of-state entity, th	e surviving entity:
a.) Appoints the Florida Secretar proceeding to enforce any obligar domestic corporation that is party t	tion or the rights of dissen	•
b.) Agrees to promptly pay the distinction is a party to the merger the amount F.S.	•	•
EIGHTH: The Articles of Organiz of the Lieutenant Governor of the V of Organization shall remain the Ar	Virgin Islands on September	30, 2005 and said Articles
NINTH: Signature(s) for Each Par	ty:	
Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Worldwide Getaway Vacations, Inc.	My~ Black	L Myron Pylich

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FALLAHASSEE, FLORID

STATE OF J VINGN Shows )
COUNTY ON Johns 81-Cry

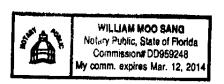
BEFORE ME, the undersigned authority, on this / day of January, 2011 personally appeared / Myan Ahix, an authorized officer of Worldwide Getaway Vacations, Inc., who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements contained in these Articles of Merger are true.

Notary Public Typed or Printed

NOTARY PUBLIC JERRI FARRANTE Commission Exp: Nov. 9, 2011 NP-229-07

Entity/Organization:	Signature(s):	Name of Name of Individual:	
Trafalgar Associates of Aventura, Ltd.	lifty	Jose Gonzalez	
STATE OF _ Florida	) )ss:		
COUNTY OF Miami-Dade	) )		
BEFORE ME, the undersigned authority appeared Jose Gonzalez, an auth Aventura, Inc., a Florida corporation, the	orized officer of Traf	algar Associates of	

Aventura, Ltd., a Florida limited partnership the who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements



contained in these Articles of Merger are true.

Notary Public
Typed or Printed

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## EXHIBIT A PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

Name	<u>Jurisdiction</u>	Form/Entity Type
Trafalgar Associates of Aventura, Ltd	. Florida	limited partnership
Worldwide Getaway Vacations, Inc.	Virgin Islands	corporation
SECOND: The exact name, form/ent as follows:	ity type, and jurisdiction of	f the surviving party are
Name	<u>Jurisdiction</u>	Form/Entity Type
Worldwide Getaway Vacations, Inc.	Virgin Islands	corporation
THIRD: The terms and conditions of	the merger are as follows:	
The partnership interests in Trafal	gar Associates of Aventura	a, Ltd. shall by virtue of the
merger be cancelled.		
		Fig
(Attach ad	dditional sheet if necessary)	WE II AH WE IO

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A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:
The partnership interests in Trafalgar Associates of Aventura, Ltd. shall by virtue of
the merger be cancelled.
(Attach additional sheet if necessary)
B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:
N/A
(Attach additional sheet if necessary)

<b>FIFTH:</b> If a partnership is the survivor, the name and business address of each general partner is as follows:
N/A
(Attach additional sheet if necessary)
<b>SIXTH:</b> If a limited liability company is the survivor, the name and businesses address of each manager or managing member is as follows:
N/A
<b>SEVENTH:</b> Any statements that are required by law under which each other business entity is formed, organized, or incorporated are as follows:
In the case of Trafalgar Associates of Aventura, Ltd., a quorum vote by the partners as
set forth in the partnership documents have approved the Plan of Merger. In the case of
Worldwide Getaway Vacations, Inc. required number of shareholders specified in the
Articles have approved the Plan of Merger.
EIGHTH: Other provisions, if any, relating to the merger are as follows:
N/A
(Attach additional sheet if necessary)

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