

F000000007046

CT CORPORATION SYSTEM

CORPORATION(S) NAME

First Travelcorp, Inc. Merging: Akra Travel, Inc.

FILED
00 DEC 19 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7000003505787--9
-12/19/00--01055--005
*****70.00 *****70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
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<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/19/00

Order#: 3466232 & 3472724

Ref#:

EFFECTIVE DATE
12-31-00

Amount: \$

File Third

COULLETTE DEC 21 2000

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RECEIVED
00 DEC 19 PM 12:10
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

AKRA TRAVEL, INC., a Florida corporation, H43357

into

FIRST TRAVELCORP, INC., a North Carolina entity F00000007046

File date: December 19, 2000 , effective December 31, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
AKRA TRAVEL, INC.
AND
FIRST TRAVELCORP, INC.

FILED
00 DEC 19 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Akra Travel, Inc., a Florida corporation, with and into First Travelcorp, Inc., a North Carolina corporation.

2. The sole shareholder of Akra Travel, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by it on December 8, 2000 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Akra Travel, Inc. with and into First Travelcorp, Inc. is permitted by the laws of the jurisdiction of organization of North Carolina and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the directors of First Travelcorp, Inc. was December 8, 2000. Shareholder approval of the Plan of Merger is not required under § 55-11-03(g) of the North Carolina Business Corporation Act.

4. The sole shareholder of Akra Travel, Inc. and First Travelcorp, Inc. are one and the same. The sole shareholder has expressly waived its rights to dissent under § 607.1301 through § 607.1320 of the Florida Business Corporation Act.

EFFECTIVE DATE
*12-31-00

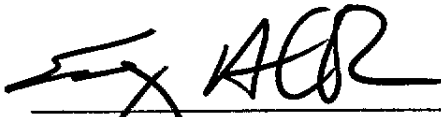
5. The Florida Secretary of State is appointed agent for service of process on First Travelcorp, Inc. in accordance with the provisions of § 607.1109 of the Florida Business Corporation Act.

6. The address of the principal office of First Travelcorp, Inc. is 4513 Creedmoor Road, Suite 200, Raleigh, North Carolina 27612.

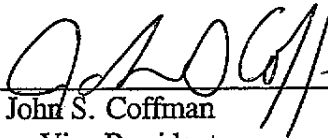
7. The effective time and date of the merger herein provided for in the State of Florida shall be as of the close of business on December 31, 2000.

Executed on December 8, 2000.

AKRA TRAVEL, INC.,
a Florida corporation

By: 
Name: Eugene A. Over, Jr.
Capacity: Vice President

FIRST TRAVELCORP, INC.,
a North Carolina corporation

By: 
Name: John S. Coffman
Capacity: Vice President

**PLAN OF MERGER
OF
AKRA TRAVEL, INC., A FLORIDA CORPORATION
WITH AND INTO
FIRST TRAVELCORP, INC., A NORTH CAROLINA CORPORATION**

PLAN OF MERGER adopted by Akra Travel, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 8, 2000, and adopted by First Travelcorp, Inc., a business corporation organized under the laws of the State of North Carolina, by resolution of its Board of Directors on December 8, 2000. The names of the corporations planning to merge are Akra Travel, Inc., a business corporation organized under the laws of the State of Florida, and First Travelcorp, Inc., a business corporation organized under the laws of the State of North Carolina. The name of the surviving corporation into which Akra Travel, Inc. plans to merge is First Travelcorp, Inc.

1. Akra Travel, Inc. and First Travelcorp, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the North Carolina Business Corporation Act, be merged with and into a single corporation, to wit, First Travelcorp, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the North Carolina Business Corporation Act. The separate existence of Akra Travel, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the North Carolina Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the North Carolina Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, 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 corporation.

5. At the effective date of the merger, the separate existence of the non-surviving corporation shall cease and the issued shares of the non-surviving corporation shall not be converted in any manner, but each said share which is issued and outstanding at the effective date shall be surrendered and extinguished and the surviving corporation shall succeed to all of the properties, rights, and other assets and shall be subject to all of the liabilities of the non-surviving corporation without further action by either corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved does not require approval by the sole shareholder of the surviving corporation pursuant to § 55-11-03(g) of the North Carolina Business Corporation Act.

7. The merger is intended to be, and shall be, treated as a tax-free reorganization of the non-surviving corporation and the surviving corporation under Section 368(a)(1)(A) of the Internal Revenue Code.


8. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved and authorized in compliance with the provisions of the North Carolina Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of North Carolina, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

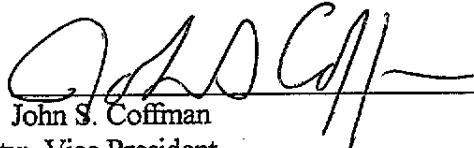
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Executed on December 8, 2000.

AKRA TRAVEL, INC.,
a Florida corporation

By: 
Name: Eugene A. Over, Jr.
Capacity: Vice President

FIRST TRAVELCORP, INC.,
a North Carolina corporation

By: 
Name: John S. Coffman
Capacity: Vice President