

UCC SERVICES

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Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

National Leisure Group, Inc.

Certificate of Status	0
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EXAMINER

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PAGE 001/001 Florida Dept of State



October 8, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CRUISE TRAVEL HOLDINGS, LLC
100 SYLVAN RD STE 600
WOBBURN, MA 01801

SUBJECT: CRUISE TRAVEL HOLDINGS, LLC
REF: 105000068481

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We received your electronically transmitted document, however, the document has not been filed. Please make the following submission and refax the complete document, including the electronic filing cover sheet.

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Tammi Cline
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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CRUISE TRAVEL HOLDINGS, LLC	FLORIDA	Limited Liability Company
NATIONAL LEISURE GROUP, INC.	DELAWARE	Corporation

LOS-68481

FO2-3985

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
NATIONAL LEISURE GROUP, INC.	DELAWARE	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o United Corporate Services

874 Walker Road, Suite C

Dover, DE 19904

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 100 Sylvan Road, Suite 600

Woburn, MA 01801

Mailing address: 100 Sylvan Road, Suite 600

Woburn, MA 01801

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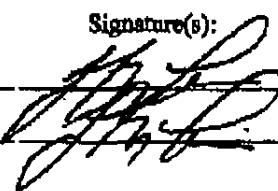
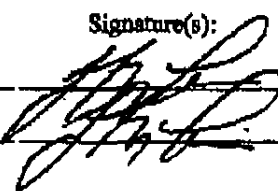
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CRUISE TRAVEL HOLDINGS, LLC		Jeffrey Tolkin
NATIONAL LEISURE GROUP, INC.		Jeffrey Tolkin

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN AND AGREEMENT OF MERGER

OF

CRUISE TRAVEL HOLDINGS, LLC
(a Florida limited liability company)

AND

NATIONAL LEISURE GROUP, INC.
(a Delaware corporation)

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PLAN AND AGREEMENT OF MERGER entered into on September 25, 2008 by CRUISE TRAVEL HOLDINGS, LLC, a limited liability company of the State of Florida ("Cruise Travel"), and approved by resolution adopted by the Board of Directors of its Sole Member on said date, and entered into on September 25, 2008 by NATIONAL LEISURE GROUP, INC., a business corporation of the State of Delaware ("NLG"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS Cruise Travel is a limited liability company of the State of Florida, and 100% of the outstanding membership interests of Cruise Travel are owned by World Travel Holdings, Inc., a Delaware corporation (the "Sole Member");

WHEREAS NLG is a business corporation of the State of Delaware, and all of the outstanding shares of stock of NLG, which consist of Common Stock, are owned by NLG Acquisitions Corp., a Delaware corporation and a 90% subsidiary of the Sole Member (the "Sole Stockholder"); and

WHEREAS the Florida Statutes permit a merger of a limited liability company of the State of Florida with and into a business corporation of another jurisdiction;

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a limited liability company of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS the Board of Directors of the Sole Member of Cruise Travel and the Board of Directors of NLG declare it advisable and to the advantage, welfare, and best interests of said companies and Cruise Travel's Sole Member and NLG's Sole Stockholder, to merge Cruise Travel with and into NLG pursuant to the provisions of the Florida Statutes and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, duly entered into by Cruise Travel and NLG, the terms and conditions of this Plan and Agreement of Merger, and the mode of carrying the same into effect, together with any provisions

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required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth:

1. Cruise Travel and NLG shall, pursuant to the provisions of the Florida Statutes and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single entity, to wit, NATIONAL LEISURE GROUP, INC., which shall be the surviving corporation (sometimes hereinafter referred to as the "surviving corporation") from and after the time of the filing of a Certificate of Merger with the office of the Secretary of State of the State of Delaware (the "Effective Time"), and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Cruise Travel (sometimes hereinafter referred to as the "terminating company") shall cease at said Effective Time in accordance with the provisions of the General Corporation Law of the State of Delaware and the Florida Statutes.

2. The Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the Effective Time in the State of Delaware of the merger herein provided for, shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws 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 General Corporation Law of the State of Delaware.

4. The directors and officers of the surviving corporation in office at the Effective Time 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 directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. At the Effective Time of the merger, each membership interest of the terminating company shall, be cancelled and cease to exist, and the Limited Liability Company Agreement of the terminating company shall be cancelled. The issued and outstanding shares of the surviving corporation shall not be converted or exchanged in any manner, but each share which is issued and outstanding as of the Effective Time of the merger shall continue to represent one issued and outstanding share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating company in accordance with the provisions of the Florida Statutes and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said companies agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

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7. The Board of Directors and the proper officers of the Sole Member of the terminating company and the Board of Directors and the proper officers of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 and Agreement of Merger or of the merger herein provided for.

This Plan and Agreement of Merger upon shall become effective upon the filing of a Certificate Merger in the State of Delaware.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent companies thereto.

Dated: September 25, 2008

NATIONAL LEISURE GROUP, INC.

By: /s/ Jeffrey Tolkin
Jeffrey Tolkin, Co-CEO

CRUISE TRAVEL HOLDINGS, LLC
By: WORLD TRAVEL HOLDINGS, INC., its sole member

By: /s/ Jeffrey Tolkin
Jeffrey Tolkin, Co-CEO

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