

F 99000005493

STEEL HECTOR & DAVIS LLP
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 TALLAHASSEE 32301 222-2300
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. EIFFEL DESIGN, INC. M03485
 (Corporation Name) (Document #)
2. TRAVELPRO INTERNATIONAL, INC. DELAWARE CORPORATION
 (Corporation Name) (Document #)
3. 900003036009--4
 -11/05/99--01016--005
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 (Corporation Name) (Document #)
4. 900003036009--4
 -11/05/99--01016--006
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	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
XXX	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
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C. COULLETTE NOV 05 1999

Examiner's Initials	
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ARTICLES OF MERGER
Merger Sheet

MERGING:

EIFFEL DESIGN, INC., a Florida corporation, M03485

INTO

Travelpro INTERNATIONAL, INC DBA

TRAVELPRO INTERNATIONAL OF SOUTH FLORIDA, INC., a Delaware
entity, F99000005493

File date: November 5, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

of

**EIFFEL DESIGN, INC.,
a Florida corporation,**

with and into

**TRAVELPRO INTERNATIONAL, INC.,
a Delaware corporation**

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Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. Eiffel Design, Inc., a Florida corporation ("Eiffel"), shall be merged with and into Travelpro International, Inc., a Delaware corporation ("Travelpro"), which shall be the surviving corporation in the merger.

2. The Agreement and Plan of Merger dated as of October 27, 1999 (the "Plan of Merger") was approved (i) by Eiffel in accordance with the applicable provisions of the Florida Business Corporation Act and (ii) by Travelpro in accordance with the applicable provisions of the Delaware General Corporation Law. The Plan of Merger is attached to these Articles of Merger as Exhibit A.

3. The merger shall be effective as of the date and time of the filing of the Certificate of Merger of Eiffel Design, Inc. with and into Travelpro International, Inc. with the Delaware Secretary of State.

4. The Plan of Merger was adopted by the shareholders of Eiffel on October 27, 1999 and by the sole stockholder of Travelpro on October 29, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Eiffel and Travelpro as of October 29, 1999.

[SIGNATURES ON NEXT PAGE.]

EIFFEL DESIGN, INC.

By: Melinda Earley
Name: Melinda Earley
Title: Vice President and Secretary

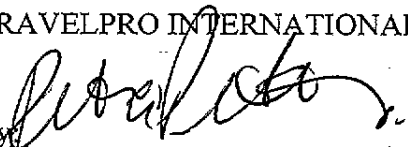
TRAVELPRO INTERNATIONAL, INC.

By: _____
Name: Peter Petrillo
Title: Vice President and Secretary

EIFFEL DESIGN, INC.

By: _____
Name: Melinda Earley
Title: Vice President and Secretary

TRAVELPRO INTERNATIONAL, INC.

By:  _____
Name: Peter Petrillo
Title: Vice President and Secretary

**AGREEMENT AND PLAN
OF MERGER BETWEEN
EIFFEL DESIGN, INC. d/b/a TRAVELPRO
AND
TRAVELPRO INTERNATIONAL, INC.**

WITNESSETH:

WHEREAS, Travelpro International, Inc. ("Travelpro International") is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, Eiffel Design, Inc. d/b/a Travelpro ("Travelpro") is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the Board of Directors of each of Travelpro International and Travelpro deems it desirable, upon the terms and subject to the conditions herein stated, that Travelpro be merged with and into Travelpro International, and that Travelpro International be the surviving corporation (the "Merger"); and

WHEREAS, pursuant to this Agreement and Plan, upon the effectiveness of the Merger, each share of Travelpro will be converted into one share of Travelpro International and any outstanding shares of Travelpro International shall be cancelled without consideration therefor.

NOW, THEREFORE, it is agreed as follows:

Section 1

Conversion of Stock

1.1 At the Effective Time (as hereinafter defined), Travelpro shall be merged with and into Travelpro International, with Travelpro International as the sole surviving corporation (the "Surviving Corporation").

1.2 At the Effective Time:

(a) Each then-outstanding share of capital stock of Travelpro shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of common stock of the Surviving Corporation.

(b) Each then-outstanding share of common stock of Travelpro International shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no consideration shall be issued in respect thereof.

Section 2

Effective Time

2.1 If this Agreement and Plan of Merger is duly adopted by the stockholders of each of Travelpro International and Travelpro and is not terminated in accordance with Section 5 hereof, a certificate of merger reflecting this Agreement and Plan of Merger shall be filed with the Secretary of State of the State of Delaware, and a certificate of merger reflecting this Agreement and Plan of Merger shall be filed with the Secretary of State of the State of Florida.

2.2 The Merger shall become effective (the "Effective Time") at the time of the filing of said certificates of merger with the Secretary of State of the State of Delaware and with the Secretary of State of the State of Florida (or such later time as may be specified therein).

Section 3

Certificate of Incorporation and By-Laws

3.1 At the Effective Time, the Certificate of Incorporation of Travelpro International, as amended through the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until further amended as provided by law.

3.2 At the Effective Time, the By-laws of Travelpro International, as amended through the Effective Time, shall be the By-laws of the Surviving Corporation until further amended in accordance with the provisions thereof and of applicable law.

Section 4

Directors and Officers

4.1 The directors and officers of Travelpro immediately prior to the Effective Time of the Merger shall be the directors and officers, respectively, of the Surviving Corporation.

Section 5

Amendment and Termination

5.1 At any time prior to the Effective Time, notwithstanding approval of this Agreement and Plan of Merger by the stockholders of Travelpro International or Travelpro, this Agreement and Plan of Merger may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly approved by the Board of Directors of each of Travelpro International and Travelpro.

5.2 At any time prior to the Effective Time, notwithstanding approval of this Agreement and Plan of Merger by the stockholders of Travelpro International or Travelpro, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of Travelpro.

Section 6

Governing Law

6.1 This Agreement and Plan of Merger shall be governed and construed in accordance with the laws of the State of Delaware, without regard to principles of conflicts of laws.

IN WITNESS WHEREOF, Travelpro International and Travelpro have caused
this Agreement and Plan of Merger to be executed by its duly authorized officers, as of the 29th
day of October, 1999.

EIFFEL DESIGN, INC. d/b/a TRAVELPRO

By: Melinda Early
Name: Melinda Early
Title: Chief Financial Officer

TRAVELPRO INTERNATIONAL, INC.

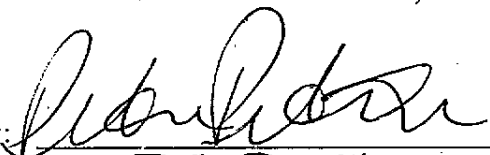
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Travelpro International and Travelpro have caused
this Agreement and Plan of Merger to be executed by its duly authorized officers, as of the 29th
day of October, 1999.

EIFFEL DESIGN, INC. d/b/a TRAVELPRO

By: _____
Name:
Title:

TRAVELPRO INTERNATIONAL, INC.

By: 
Name: Peter Petrillo
Title: Vice President and Secretary