

H39510

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

Vacation.com Operations, Inc. (DE)
merging: Space & Leisure Time, Inc. (FL)

☐ Profit	☐ Amendment	☒ Merger
☐ Nonprofit		
☐ Foreign	☐ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☐ LLC	☐ Name Registration	☐ Change of RA
	☐ Fictitious Name	☐ UCC
☐ Certified Copy	☐ Photocopies	☐ CUS
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G. COULLIETTE MAY 1 2000

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 APR 28 PM 3:09

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

SPACE & LEISURE TIME, INC., a Florida corporation, H39510

INTO

VACATION.COM OPERATIONS, INC., a Delaware corporation not qualified in
Florida.

File date: April 28, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

**SPACE & LEISURE TIME, INC.
INTO
VACATION.COM OPERATIONS, INC.**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1104 and 607.1105, F.S.

First: The surviving corporation is Vacation.com Operations, Inc., a Delaware corporation.

Second: The merging corporation is Space & Leisure Time, Inc., a Florida corporation.

Third: There are three hundred and eighteen (318) shares of Space & Leisure Time, Inc. Class A Common Stock outstanding of which Vacation.com Operations, Inc. owns all three hundred and eighteen (318) shares. There are one hundred and six (106) shares of Space & Leisure Time, Inc. Class B Common Stock outstanding of which Vacation.com Operations, Inc. owns all one hundred and six (106) shares.

Fourth: Attached hereto as Exhibit A is the Plan of Merger.

Fifth: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

Sixth: The Plan of Merger was adopted by the unanimous written consent of the board of directors of Vacation.com Operations, Inc. on April 20, 2000. Shareholder approval was not required.

Seventh: The Plan of Merger was adopted by the unanimous written consent of the board of directors of the Space & Leisure Time, Inc. on April 20, 2000. Shareholder approval was not required.

Eighth: Vacation.com Operations, Inc. as the sole shareholder of Space and Leisure Time, Inc. waived mailing of a copy of the Plan of Merger by unanimous written consent of the Board of Directors dated April 20, 2000.

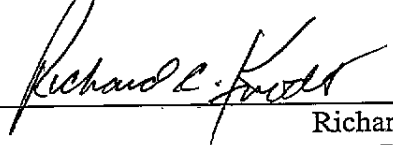
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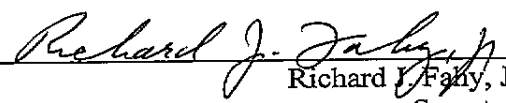
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned being duly authorized officers of Space & Leisure Time, Inc. and Vacation.com Operations, Inc. hereby certify that the facts hereinabove stated are truly set forth, and accordingly, execute this Articles of Merger this 20th day of April, 2000.

April 20th 2000

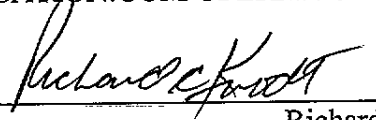
SPACE & LEISURE TIME, INC.


Richard Knodt
President


Richard J. Fahy, Jr.
Secretary

April 20th 2000

VACATION.COM OPERATIONS, INC.


Richard Knodt
President

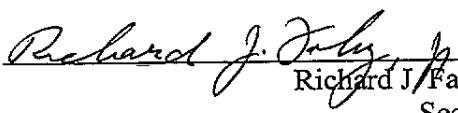

Richard J. Fahy, Jr.
Secretary

EXHIBIT A
PLAN OF MERGER

**PLAN OF MERGER
OF
SPACE & LEISURE TIME, INC.
INTO
VACATION.COM OPERATIONS, INC.**

* * * * *

FIRST: Vacation.com Operations, Inc., a corporation organized under the laws of the State of Delaware, owns 100% of the outstanding shares of Space & Leisure Time, Inc., a corporation organized under the laws of the State of Florida. Space & Leisure Time, Inc. shall merge with and into Vacation.com Operations, Inc. with Vacation.com Operations, Inc. surviving. The name of the surviving corporation shall remain "Vacation.com Operations, Inc.," and the directors and officers of Vacation.com Operations, Inc. shall remain and be the directors and officers of the surviving corporation.

SECOND: The terms and conditions of the proposed merger are as follows:

Each share of each class of the capital stock of Space & Leisure Time, Inc. owned by Vacation.com Operations, Inc. shall be canceled.

THIRD: There will be no amendments or changes in the certificate of incorporation of the surviving corporation to be effected by this merger.

FOURTH: The merger shall have the effects set forth herein and as provided in the Delaware General Corporation Law and the Florida Business Corporation Act. Without limiting the generality of the foregoing, and subject thereto, as of the effectiveness of the merger, except as otherwise provided herein, all the properties, rights, privileges, powers and franchises of Space & Leisure Time, Inc. shall vest in Vacation.com Operations, Inc., and all debts, liabilities and duties of Space & Leisure Time, Inc. shall become the debts, liabilities and duties of Vacation.com Operations, Inc.

The foregoing Plan of Merger was duly adopted by the Board of Directors of the Vacation.com Operations, Inc. on April 26, 2000. The preceding Plan of Merger is submitted in compliance with Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, and in accordance with the laws of the State of Delaware.