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Revision - must have today's
Date (4/30/01) Thanks.

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : TRAVEL SERVICES INTERNATIONAL, INC.

Account Number : I20010000107

Phone : (561) 266-6137

Fax Number : (561) 266-0872

FILED
01 APR 30 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

JUBILEE ENTERPRISES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$78.75

Merged
4/30/01
4

ARTICLES OF MERGER
Merger Sheet

MERGING:

1 800 CRUISES, INC., a Florida corporation, document number S83893

INTO

JUBILEE ENTERPRISES, INC. which changed its name to

1 800 CRUISES, INC., a Florida entity, H51971

File date: April 30, 2001

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
of
1 800 CRUISES, INC.
into
JUBILEE ENTERPRISES, INC.

FILED
01 APR 30 PM 14:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging 1 800 Cruises, Inc. into Jubilee Enterprises, Inc. (the "Merger"):

A. The Plan of Merger is as follows:

1. The names of the corporations to be merged are Jubilee Enterprises, Inc., a Florida corporation ("Surviving Company"), and 1 800 Cruises, Inc., a Florida corporation ("Merging Company").

2. Upon the Effective Date, all shares of the common stock of Merging Company issued and outstanding immediately prior to the Effective Date shall, without any further action, automatically be cancelled, and the sole shareholder of the common stock of Merging Company shall cease to have any rights with respect thereto. Each share of the common stock of Surviving Company shall continue to be issued and outstanding as of the Effective Date.

3. The Articles of Incorporation and Bylaws of Surviving Company, as in effect immediately prior to the Effective Date of the Merger, shall be the Articles of Incorporation and Bylaws of the Surviving Company, and will continue in full force and effect until amended as prescribed by the Act; *provided, however*, that the name of the Surviving Company as set forth in Article One of the Surviving Company's Articles of Incorporation shall be and hereby is changed to "1 800 CRUISES, INC.", and such Article One is hereby amended accordingly.

4. The officers and members of the board of directors of Surviving Company in office on the Effective Date shall be the directors and officers of the Surviving Company, all of whom shall hold their offices or directorships until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Company or the Act.

B. The effective date (the "Effective Date") of the Merger shall be upon the filing of these Articles of Merger with the Florida Secretary of State.

C. The Plan of Merger was adopted by the board of directors of Surviving Company and approved by its sole shareholder in accordance with the Act on September 30, 2000.

D. The Plan of Merger was adopted by the board of directors of Merging Company and approved by its sole shareholder in accordance with the applicable provisions of the Florida Business Corporation Act on September 30, 2000.

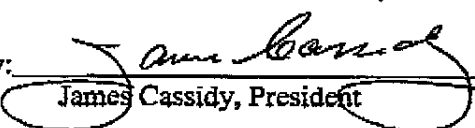
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 30th day of April, 2001.

Jubilee Enterprises, Inc.

By: 

Patrick Doyle, Vice President

1 800 Cruises, Inc.

By: 

James Cassidy, President

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