

J 33068

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ALL ABOUT TRAVEL OF CENTRAL FLORIDA, INC., a Florida corporation,
document number V73140

INTO

ALL WORLD TRAVEL AGENCY OF COCOA BEACH, INC., a Florida
corporation, J33068.

File date: February 14, 1997

Corporate Specialist: Karen Gibson

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Morgan
XPO
2/14

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *[Signature]* _____

WALK-IN Will Pick Up *2/19 1130*

RE: *All World Travel*

Agency of Cocoa Beach, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
1 <i>1</i> Copy(s)		

Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		

Name Reservation	-02/14/97--01016--013	
Annual Report/Reinstatement	*****70.00	*****70.00
Reg. Agent Service		
Document Filing		

Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		

UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED
97 FEB 14 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 14 AM 10:13

FILED
97 FEB 14 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
ALL ABOUT TRAVEL OF CENTRAL FLORIDA, INC., a Florida Corporation,
into
ALL WORLD TRAVEL AGENCY OF COCOA BEACH, INC., a Florida Corporation,

ARTICLES OF MERGER between ALL WORLD TRAVEL AGENCY OF COCOA BEACH, INC., a Florida corporation ("ALL WORLD") and ALL ABOUT TRAVEL OF CENTRAL FLORIDA, INC., a Florida corporation ("ALL ABOUT").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") ALL WORLD and ALL ABOUT adopt the following Articles of Merger.

1. The Agreement and Plan of Merger ("Plan of Merger"), between ALL WORLD and ALL ABOUT was approved and adopted by the shareholders of ALL WORLD on February 5, 1997 and was adopted by the shareholders of ALL ABOUT on February 5, 1997.

2. Pursuant to the Plan of Merger, the merger will be accomplished through a tax free exchange pursuant to *IRC Section 351* as an "A" reorganization whereby the assets and liabilities of ALL ABOUT will be exchanged for stock of ALL WORLD whereby ALL ABOUT will be the disappearing corporation and ALL WORLD will be the surviving corporation.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.


4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 10th day of February, 1997.

(Corporate Seal)

ALL ABOUT TRAVEL OF
CENTRAL FLORIDA, INC.,
a Florida corporation

Attest:


Donald Wojnowski, its Secretary


By:


Karen Wojnowski, its President

(Corporate Seal)

ALL WORLD TRAVEL AGENCY OF
COCOA BEACH, INC.
a Florida corporation

Attest:


Nancy S. McCabe, its Secretary

By:


Howard McCabe, its President

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set for above, personally appeared Karen Wojnowski known to me to be the President and Donald Wojnowski, Secretary, respectively, of **ALL ABOUT TRAVEL OF CENTRAL FLORIDA, INC.**, and who are the persons who executed the foregoing Articles of Amendment on behalf of said Corporation, and acknowledged before me that they executed the same.

SWORN TO AND SUBSCRIBED before me this 24 day of February, 1997.



ALBERT D. CELIO
Notary Public, State of Florida
My Commission expires:



OFFICIAL SEAL
ALBERT D. CELIO
My Commission Expires
March 18, 1997
Comm. No. CC 259012

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set for above, personally appeared Howard McCabe, known to me to be the President and Nancy S. McCabe, Secretary, respectively, of **ALL WORLD TRAVEL AGENCY OF COCOA BEACH, INC.**, and who are the persons who executed the foregoing Articles of Amendment on behalf of said Corporation, and acknowledged before me that they executed the same.

SWORN TO AND SUBSCRIBED before me this 10th day of February, 1997.



ALBERT D. CELIO
Notary Public, State of Florida
My Commission expires:



OFFICIAL SEAL
ALBERT D. CELIO
My Commission Expires
March 18, 1997
Comm. No. CC 259012

EXHIBIT "A"

PLAN OF MERGER

Merger between ALL WORLD TRAVEL AGENCY OF COCOA BEACH, INC. (the "Surviving Corp.") and ALL ABOUT TRAVEL OF CENTRAL FLORIDA, INC. (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Exchange and Distribution Between the Constituent Corporations. Upon the Effective Date, and pursuant to the Plan of Merger, the merger will be accomplished by the Constituent Corporations through a tax free exchange pursuant to *IRC Section 351* as an "A" reorganization, at which time and without more, the assets and liabilities of ALL ABOUT will be exchanged for stock of ALL WORLD whereby ALL ABOUT will be the Disappearing Corp. and ALL WORLD will be the Surviving Corp. in accordance with this Plan.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock which will be issued to Shareholders of Disappearing Corp. pursuant to the *IRC Section 351* tax free exchange and "A" reorganization shall be deemed to have been paid in full satisfaction of the exchange assets and liabilities.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. Upon the satisfaction and conclusion of the requirements of the Plan, Disappearing Corp. and Surviving Corp. shall cause their respective President to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify

Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Article.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF the undersigned parties entered into this Plan of Merger on the 5th day of February, 1997.

(Corporate Seal)

ALL WORLD TRAVEL AGENCY OF
COCOA BEACH, INC.
a Florida corporation
"Surviving Corp."

Attest: Nancy S. McCabe
Nancy S. McCabe, its Secretary

By: Howard McCabe
Howard McCabe, its President

(Corporate Seal)

ALL ABOUT TRAVEL OF
CENTRAL FLORIDA, INC.,
a Florida corporation
"Disappearing Corp."

Attest: Donald Wojnowski
Donald Wojnowski, its Secretary

By: Karen Wojnowski
Karen Wojnowski, its President

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

N. HENDRICKS FEB 11 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/10/97		
TIME	8:45		CK No. _____
BY	DN		

WALK-IN _____
Will Pick Up _____

RE:

J33068
Am World Travel Agency
of Cocoa Beach Inc.

C.C. FEE. DISBURSED

Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		

✓ Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		

Name Reservation	400002032154-8	
Annual Report/Reinstatement	-02/10/97-0016-023	
Reg. Agent Service	****35.00	****35.00
Document Filing		

Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		

UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ALL WORLD TRAVEL AGENCY OF COCOA BEACH, INC.

FILED
97 FEB 10 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0704 and Section 607.0821, Florida Statute (1995), the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- A. The name of the Corporation is **ALL WORLD TRAVEL AGENCY OF COCOA BEACH, FLORIDA.**
- B. The following amendment of the Articles of Incorporation was adopted by Joint Unanimous Written Consent of Shareholders and Board of Directors of the Corporation on February 1, 1997, a copy of which action is attached hereto as Exhibit "A".

"NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation shall be amended by deleting Article IV in its entirety and substituting the following language in lieu thereof:

"ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. (Such shares shall be of a single class and shall have a par value of \$1.00.)"

- C. Except for the Amendment of Article IV of the Articles of Incorporation, all other Articles of Incorporation remain unchanged.
- D. The number of shares of any class issued by the Corporation and outstanding at the time of the adoption of the foregoing amendment was Four hundred

seventy-five (475) and the number of shares entitled to vote was Four hundred seventy-five (475).

- E. The number of shares that voted in favor of such amendment was Four hundred seventy-five (475) and the number of shares that voted against such amendment was Zero (0) shares.

Dated this 7th day of February, 1997.

(Corporate Seal)

**ALL WORLD TRAVEL AGENCY
OF COCOA BEACH, INC.**

Attest: Nancy S. McCabe
Nancy S. McCabe, its secretary

By: Howard McCabe
Howard McCabe, its President

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set for above, personally appeared Howard McCabe, known to me to be the President and Nancy S. McCabe, Secretary, respectively, of **ALL WORLD TRAVEL AGENCY OF COCOA BEACH, INC.**, and who are the persons who executed the foregoing Articles of Amendment on behalf of said Corporation, and acknowledged before me that they executed the same.

SWORN TO AND SUBSCRIBED before me this 7th day of February, 1997.



ALBERT D. CELIO
Notary Public, State of Florida
My Commission expires:



OFFICIAL SEAL
ALBERT D. CELIO
My Commission Expires
March 18, 1997
Comm. No. CO 259012

EXHIBIT "A"

UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS
TO AMEND ARTICLES OF INCORPORATION
OF
ALL WORLD TRAVEL AGENCY OF COCOA BEACH, INC.

The undersigned, being all of the shareholders of **ALL WORLD TRAVEL AGENCY OF COCOA BEACH, INC.**, a corporation organized and existing under the laws of the State of Florida (hereinafter "Corporation") pursuant to the Florida Business Corporation Act, Sec. 607.0704 (1995), do hereby consent to and adopt the following resolution:

WHEREAS, the Shareholders agree that the authorized number of shares of the Corporation should be increased to permit the Corporation to pursue its business goals and objectives; and

WHEREAS, the Shareholders desire to increase the number of authorized shares of the Corporation by amending the Articles of Incorporation of the Corporation; and

WHEREAS, the Articles of Incorporation of the Corporation permit the amendment of the Articles.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of incorporation shall be amended by deleting Article IV in its entirety and substituting the following language in lieu thereof:

"ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. (Such shares shall be of a single class and shall have a par value of \$1.00.)"

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized to file said Amendment with the Florida Secretary of State and take all other

appropriate action to effectuate the change of the name of the Corporation including ordering and issuing new stock certificates reflecting the increase in the number of authorized shares of the corporation.

Witness the due execution of this Unanimous Consent as of the 3rd day of February,

1997.

Howard McCabe Co-TEE

Howard McCabe, Co-Trustee
u/t/d 12/1/92, f/b/o Howard McCabe
Trust

Nancy S. McCabe Co-TEE

Nancy S. McCabe, Co-Trustee
u/t/d 12/1/92, f/b/o Howard McCabe
Trust

Howard McCabe, Co-TEE

Howard McCabe, Co-Trustee
u/t/d 12/1/92, f/b/o Nancy S. McCabe
Trust

Nancy S. McCabe Co-TEE

Nancy S. McCabe, Co-Trustee
u/t/d 12/1/92, f/b/o Nancy S. McCabe
Trust