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TAEL THASSES FLORIDA

CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 Tel 850 222 1092 Fax 850 222 7615 Attn: Jeff Netherton

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CORPORATION(S) NAM	AE	
Ship 'N' Shore Cruises, Inc.		
Merging: SNS Travel Ma	rketing, Inc.	
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EFFECTIVE DATE 9-30-00

ARTICLES OF MERGER Merger Sheet

MERGING:

SNS TRAVEL MARKETING, INC., a Florida corporation, P94000033078

INTO

SHIP 'N' SHORE CRUISES, INC., a Florida entity, J61911.

File date: September 28, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

of

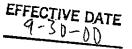
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SNS Travel Marketing, Inc.

TATELATIASSEE, FEORIDA

into

Ship 'N' Shore Cruises, Inc.



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 SNS Travel Marketing, Inc. into Ship 'N' Shore Cruises, Inc. (the "Merger"):

A. The Plan of Merger is as follows:

- 1. The names of the corporations to be merged are Ship 'N' Shore Cruises, Inc., a Florida corporation ("Surviving Company"), and SNS Travel Marketing, 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 after the Effective Date and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the Act.
- 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 Corporation or the Act.
- B. The effective date (the "Effective Date") of the Merger shall be September 30, 2000 at 11:59 p.m.
- 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 25, 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 25, 2000.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 25^{th} day of September, 2000.

Ship 'N' Shore Cruises, Inc., a Florida corporation

Patrick Doyle, Vice President

SNS Travel Marketing, Inc., a Florida corporation

Patrick Doyle, Vice President