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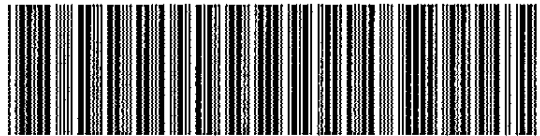
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 338997 1299A
AUTHORIZATION :
COST LIMIT : \$ PPD

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ORDER DATE : November 26, 2003
ORDER TIME : 1:16 PM
ORDER NO. : 338997-005
CUSTOMER NO: 1299A
CUSTOMER: Robert D. Hart, Jr., Esq
Clark Partington Hart Larry
Post Office Box 13010
Pensacola, FL 32591

ARTICLES OF MERGER

MARQUISE ONE, L.L.C.

INTO

STUDER GROUP TRAVEL, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

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L010000203

Pursuant to the provisions of Section 608.4382 of the Florida Statutes, these Articles of Merger are entered into and adopted by and between **STUDER GROUP TRAVEL, L.L.C.**, a Florida limited liability company (hereinafter "Studer"), and **MARQUISE ONE, L.L.C.**, an Illinois limited liability corporation (hereinafter "Marquise") for the purpose of merging them into one of such entities.

1. Studer and Marquise have adopted the attached Plan of Merger.
2. The name of the surviving entity is Studer Group Travel, L.L.C., a Florida limited liability company.
3. The Plan of Merger was adopted by action of the sole member of Studer on the 25th day of Nov., 2003, pursuant to Section 608.4381 of the Florida Statutes.
4. The Plan of Merger was adopted by action of the sole member of Marquise on the 25th day of Nov., 2003, pursuant to the applicable laws of the State of Illinois.
5. The Plan of Merger is effective for accounting purposes on the 5th day of December, 2003.

DATED on the dates set forth below.

STUDER GROUP TRAVEL, L.L.C.,
The Studer Group, L.L.C. Member

By: [Signature]
Quinton D. Studer,
Managing Member/President

Date: Nov 25, 2003

MARQUISE ONE, L.L.C.,
Studer Group Travel, L.L.C., Member

By: [Signature]
Quinton D. Studer,
Managing Member/President of
The Studer Group, L.L.C., Member

Date: Nov 25, 2003

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into between **STUDER GROUP TRAVEL, L.L.C.**, a Florida limited liability company (hereinafter "Studer"), and **MARQUISE ONE, L.L.C.**, an Illinois limited liability company (hereinafter "Marquise").

STIPULATIONS

A. Studer is a limited liability company organized and existing under the laws of the State of Florida.

B. Marquise is a limited liability company organized and existing under the laws of the State of Illinois.

C. The sole members of Studer and Marquise deem it desirable and in the best business interests of the limited liability companies that Marquise be merged into Studer pursuant to the provisions of Sections 608.438 et seq., of the Florida Statutes, and the applicable laws of the State of Illinois.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, Studer and Marquise agree as follows:

Section 1. Merger. Marquise shall merge with and into Studer and Studer shall be the surviving limited liability company.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of Marquise shall cease, and Studer shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Marquise without the necessity for any separate transfer. Studer shall thereafter be responsible and liable liabilities and obligations of Marquise and neither the rights of creditors nor any liens on the property of Marquise shall be impaired by the merger.

Section 3. Conversion of Limited Liability Interests. Studer is the sole member of Marquise. Upon the effective date of the merger, the membership interests of Studer in Marquise shall be surrendered and cancelled of record. Therefore, no additional membership interests in Studer will be issued in exchange for its membership interest in Marquise.

Section 4. Changes in Articles of Organization/Operating Agreement. The Articles of Organization and Operating Agreement of Studer shall continue to be its Articles of Organization and Operating Agreement following the effective date of the merger.

Section 5. Approval by Members. This Plan of Merger shall be submitted for the approval of the members of Studer and Marquise in the manner provided by the applicable laws of the State of Florida and the State of Illinois.

Section 6. Effective Date of Merger. The effective date of this merger for accounting purposes shall be December 5, 2003.

Section 7. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

DATED on the dates set forth below.

STUDER GROUP TRAVEL, L.L.C.,
The Studer Group, L.L.C., Member

By: _____

Quinton D. Studer,
Managing Member/President

Date: November 25, 2003

MARQUISE ONE, L.L.C.,
Studer Group Travel, L.L.C., Member

By: _____

Quinton D. Studer,
Managing Member/President of
The Studer Group, L.L.C., Member

Date: November 25, 2003