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Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE

Travel Services International, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$87.50

\$100.00

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ARTICLES OF MERGER
OF
TRAVEL SERVICES INTERNATIONAL, INC.
AND
TRAVEL SERVICES INTERNATIONAL, LLC

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Pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and the Florida Limited Liability Company Act (the "FLLCA"), Travel Services International, LLC, a Florida limited liability company (the "LLC"), and Travel Services International, Inc., a Florida corporation (the "Corporation"), do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging the Corporation with and into the LLC.
2. The Board of Directors of the Corporation adopted the Agreement and Plan of Merger by written consent in accordance with Section 607.1103 of the FBCA on November 14, 2003.
3. Blue Sea Partners, Inc., the sole member of Travel Services International, LLC, approved and adopted the attached Agreement and Plan of Merger by written consent in accordance with Section 608.4381 of the FLLCA on November 14, 2003.
4. The effective date of the merger shall be the date these Articles of Merger are filed with the Secretary of State of Florida.

This document may be executed in separate counterparts and by means of facsimile signature, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument, and all signatures need not appear on any one counterpart.

[Signature page follows.]

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FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger
this 14 day of November, 2003.

TRAVEL SERVICES
INTERNATIONAL, INC.

By: Robert M. Marnik
Name: Robert Marnik
Title: Vice President, Asst. Secretary

TRAVEL SERVICES
INTERNATIONAL, LLC

By: BLUE SEA PARTNERS, INC.
as Member

By: Robert Marnik
Name: Robert Marnik
Title: Vice President, Secretary

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TRAVEL SERVICES INTERNATIONAL, INC.

AND

TRAVEL SERVICES INTERNATIONAL, LLC

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement") entered into as of November 14, 2003, between Travel Services International, Inc., a Florida corporation (the "Corporation"), and Travel Services International, LLC, a Florida single member limited liability company (the "LLC").

WITNESSETH:

WHEREAS, the parties hereto desire that the Corporation merge with and into the LLC (the "Merger") with the LLC the surviving entity upon the terms and subject to the conditions set forth herein and in accordance with the laws of the State of Florida; and

WHEREAS, pursuant to Section 608.4381 of the Florida Limited Liability Company Act (the "FLLCA") and Section 607.1103 of the Florida Business Corporation Act (the "FBCA"), the sole shareholder and the Board of Directors of the Corporation and the sole member of the LLC have duly approved the Merger.

NOW, THEREFORE, the parties hereto agree as follows:

1. **The Merger.** On the Effective Date (as defined in Section 2 hereof), upon the terms and subject to the conditions set forth in this Agreement and pursuant to the provisions of the FBCA and the FLLCA, the Corporation shall merge with and into the LLC. At the Effective Time, the separate existence of the Corporation shall cease, and the LLC shall continue as the surviving entity in the Merger. The existence of the LLC under the FLLCA, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. The Merger shall have the effects set forth in Section 607.11101 of the FBCA and Section 608.4383 of the FLLCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all of the properties, rights, privileges, powers, and franchises of the Corporation shall vest in the LLC, and all debts, liabilities and duties of the Corporation shall become the debts, liabilities and duties of the LLC, all as provided under the FBCA and the FLLCA.

2. **Effectiveness.** A Certificate of Merger and such other documents and instruments as are required by, and complying in all respects with, the FBCA and/or FLLCA, shall be delivered to the appropriate state officials for filing. The Merger shall become effective on the date the Certificate of Merger is filed with the Secretary of State of Florida (the "Effective Date").

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3. Stock of the Corporation. On the Effective Date, all of the outstanding shares of stock of the Corporation shall, by virtue of the Merger, and without any action on the part of the holder thereof, cease to be outstanding, shall be canceled and retired without any payment of any consideration therefore and shall cease to exist. As the sole shareholder of the Corporation, the Member shall receive value for such cancelled shares through its direct ownership of the 100% of the membership interests of the LLC.

4. Operating Agreement. The Operating Agreement of the LLC, dated November 14, 2003 (the "Operating Agreement"), shall be unaffected by the Merger and shall remain unchanged unless and until amended in accordance with such Operating Agreement and applicable law.

5. Articles of Organization. The Articles of Organization of the LLC (the "Articles of Organization"), shall be unaffected by the Merger and shall remain unchanged unless and until amended in accordance with the Operating Agreement and applicable law.

6. Management. Blue Sea Partners, Inc., the sole member, shall continue to manage the LLC after the Effective Date in accordance with the terms of the Operating Agreement and applicable law.

7. Abandonment. At any time prior to the time the Articles of Merger are filed with the Secretary of State of the State of Florida, the transactions contemplated by this Agreement and Plan of Merger may be abandoned by mutual written consent of the parties hereto.

8. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida, without giving effect to any choice of law or conflict of law provision or rule that would cause the application of the laws of any jurisdiction other than Florida.

9. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

[Signature page follows.]

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AND
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first above written.

TRAVEL SERVICES
INTERNATIONAL, INC.

By: *Robert Mamish*
Name: Robert Mamish
Title: Vice President, Asst. Secretary

TRAVEL SERVICES
INTERNATIONAL, LLC

By: BLUE SEA PARTNERS, INC.
as Member

By: *Robert Mamish*
Name: Robert Mamish
Title: Vice President, Secretary

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