



Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
TRANS WORLD FLORIDA, LLC

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ARTICLES OF MERGER

-of-

TRANS WORLD FLORIDA, INC.

-into-

TRANS WORLD FLORIDA, LLC

Under Sections 607.1109 and 608.4382 of the Florida Statutes

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382 of the Florida Statutes.

1. The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Trans World Florida, Inc. 38 Corporate Circle Albany, New York 12203	Florida	Corporation
Florida Document/Registration Number:	<u>P9900001087401</u>	
Federal Employer Identification Number:	<u>14-1818952</u>	

2. The exact name, street address of its principal office, jurisdiction, and entity type for the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Trans World Florida, LLC 38 Corporate Circle Albany, New York 12203	Florida	Limited Liability Company
Florida Document/Registration Number:	<u>L040000010461</u>	
Federal Employer Identification Number:	<u>Pending</u>	

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3. The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438 of the Florida Statutes, and was approved by the domestic corporation and the domestic limited liability company that are parties to the merger in accordance with Chapters 607 and 608 of the Florida Statutes.


4. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of the limited liability company that is a party to the merger.

5. The merger shall be effective on the filing of these Articles of Merger.

6. Signatures for each Party:

TRANS WORLD FLORIDA, INC.

By:


John J. Sullivan
Executive Vice President, CFO and Secretary

TRANS WORLD FLORIDA, LLC

By:


David J. Biese
Authorized Representative of Member

PLAN OF MERGER

-of-

TRANS WORLD FLORIDA, INC.

-into-

TRANS WORLD FLORIDA, LLC

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1108 and 608.4381, is being submitted in accordance with Sections 607.1108 and 608.438 of the Florida Statutes.

1. The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Trans World Florida, Inc.	Florida

2. The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Trans World Florida, LLC	Florida

3. The terms and conditions of the merger, and the manner and basis of converting the shares of Trans World Florida, Inc. (the "Corporation") into membership interests in Trans World Florida, LLC (the "Company") are as follows:

a. There are one hundred (100) shares of common stock, \$.001 par value, outstanding of the Corporation, all of which are voting shares, and all of which are owned by Record Town, Inc., as the sole shareholder of the Corporation.

b. There are Ten (10) Membership Units outstanding of the Company, all of which are also owned by Record Town, Inc., as the sole member of the Company.

c. Upon the merger of the Corporation into the Company, each share of stock of the Corporation shall be cancelled, and no additional Membership Units of the Company will be issued.

d. Record Town, Inc. will continue as the sole managing member of the Company after the merger. The business address of the sole managing member is 38 Corporate Circle, Albany, New York 12203.

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e. There are no outstanding rights to acquire interests, shares, obligations, or other securities of the Corporation.

f. No changes in the Articles of Organization of the Company, as the surviving entity in the merger, will be necessary by reason of the merger.

4. The merger shall be effective on the filing of the Articles of Merger.

IN WITNESS WHEREOF, this Plan of Merger has been signed this 9th day of February, 2004.

TRANS WORLD FLORIDA, INC.

By: [Signature]

John J. Sullivan
Executive Vice President, CFO and Secretary

TRANS WORLD FLORIDA, LLC

By: [Signature]

David J. Biese
Vice President-Finance and Treasurer

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