

LD5000026750

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

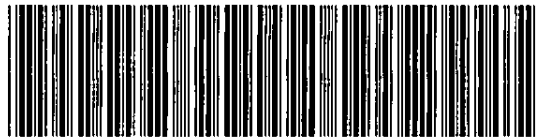
Special Instructions to Filing Officer:

L. SELLERS

OCT 22 2008

EXAMINER

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DELAWARE INTERCORP, INC.

www.delawareintercorp.com	113 Barksdale Professional Newark, DE 19711	Info@delawareintercorp.com
Phone 302.266.9367	Toll Free 888.324.1817	Fax 302.266.9940

Friday, October 17, 2008

Ref: MERIDIAN/SILVER, LC

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madame:

Please process this request for filing the Certificate of Merger of
MERIDIAN/SILVER, LC and YTB AIR, INC. (document number L05000026750).

I have enclosed a check for this filing.

Please return the documents to our office by using our FedEx waybill that is
enclosed.

If you encounter any difficulties with this order please call me at the number above.
Thank you for your assistance in this matter.

Sincerely,



Kelly K. Magaw
Delaware Intercorp, Inc.

Certificate of Merger involving 2 entities: \$50.00

**CERTIFICATE OF MERGER
OF
MERIDIAN/SILVER, LC,
a Florida limited liability company
AND
YTB AIR, INC.,
a Delaware corporation**

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act, it is hereby certified that:

1. Meridian/Silver, LC, a Florida limited liability company, shall be and it hereby is merged into YTB Air, Inc., a Delaware corporation, as more fully set forth on that certain Agreement and Plan of Merger attached hereto as Exhibit A.

2. An Agreement and Plan of Merger has been approved by the merging limited liability company in accordance with the Florida Limited Liability Act, and in the case of the surviving corporation, in accordance with the provisions of the Delaware General Corporation Law.

3. The merger shall become effective as of the date the Certificate of Merger is filed with the Florida Department of State.

4. The name of the surviving corporation in the merger herein certified is YTB Air, Inc., a Delaware corporation, the principal office of which is located at 1901 East Edwardsville Road, Wood River, Illinois 62095.

5. The surviving corporation is a foreign entity that is not authorized to transact business in the State of Florida. YTB Air, Inc., as the surviving corporation, hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the merging limited liability company, including any appraisal rights of its members under Section 608.4351 – 608.43595, Florida Statutes. The Florida Department of State may use 1901 East Edwardsville Road, Wood River, Illinois 62095 as the street and mailing address for purposes of Section 48.181, Florida Statutes.

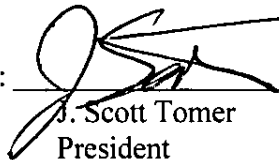
6. The surviving corporation has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351 – 608.43595, Florida Statutes.

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SECRETARIAT OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the constituent entities have caused this certificate to be signed by an authorized person, this 24th day of September, 2008.

YTB AIR, INC.

By: 
J. Scott Tomer
President

MERIDIAN/SILVER, LC

By: YTB INTERNATIONAL, INC., its Sole
Member

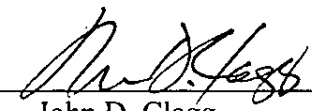
By: 
John D. Clagg
Chief Financial Officer

Exhibit A

Agreement and Plan of Merger

(Please see attached)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit A
To
Certificate of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated this 24th day of September, 2008, is made pursuant to Section 264 of the General Corporation Law of the State of Delaware (the "GCL") and Sections 608.438 – 608.4383 of the Florida Limited Liability Company Act (the "Act"), between **MERIDIAN/SILVER, LC**, a Florida limited liability company (the "Merging Entity"), and **YTB AIR, INC.**, a Delaware corporation (the "Surviving Entity").

RECITALS

A. The constituent entities desire to merge into a single entity, as hereinafter specified.

B. The Member of the Merging Entity and the Board of Directors of the Surviving Entity, respectfully, deem it advisable and generally to the advantage and welfare of the two parties that the Merging Entity merge with and into the Surviving Entity under and pursuant to the provisions of the GCL and the Act.

AGREEMENT

In consideration of the foregoing, the mutual covenants herein contained and other good and valuable consideration (the receipt, adequacy and sufficiency of which are hereby acknowledged by the parties by their execution hereof), the parties agree as follows:

1. **Merger.** The Merging Entity shall be and it hereby is merged into the Surviving Entity.
2. **Effective Date.** This Agreement shall become effective immediately upon compliance with the laws of the States of Florida and Delaware (the "Effective Date").
3. **Surviving Corporation.** The Surviving Entity shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of the Merging Entity shall cease forthwith upon the Effective Date.
4. **Terms and Conditions of Merger.** The terms and conditions of the merger are as follows:

(a) Effective as of the Effective Date, the Surviving Entity will thereupon and thereafter possess all rights, privileges, immunities, powers and franchises possessed by the Merging Entity, and the Surviving Entity will be subject to all restrictions, obligations and duties of both the Merging Entity and the Surviving Entity to the extent such rights, privileges, immunities, powers, franchises, restrictions, obligations and duties are applicable to the form of existence of the Surviving Entity.

(b) Effective as of the Effective Date, all rights, causes of action, property and assets of whatsoever kind or description (whether real, personal, tangible or intangible) of both the

Merging Entity and the Surviving Entity, and all debts due on whatever account to either of them are taken and deemed to be transferred to and vested in the Surviving Entity.

(c) Effective as of the Effective Date, the Surviving Entity will be responsible and liable for all liabilities and obligations of both the Merging Entity and the Surviving Entity. Any claim existing or action or proceeding pending by or against the Merging Entity or the Surviving Entity may be prosecuted as if such merger had not taken place, or the Surviving Entity may be substituted in the action for the Merging Entity.

(d) The officers and members of the constituent entities are hereby authorized to execute all deeds, assignments, notices and other documents and instruments of every nature which may be needed or desirable to effectuate a full and complete transfer of ownership as herein authorized.

(e) The members of the Board of Directors and the officers of the Surviving Entity will remain those persons who were the members of the Board of Directors and the officers of the Surviving Entity immediately prior to the Effective Date of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws of the Surviving Entity, or until their respective successors are elected and qualified.

5. **Surrender of Membership Interests.** Each membership unit of the Merging Entity that is issued and outstanding immediately prior to the merger shall, upon the Effective Date of the merger, be surrendered and extinguished. The sole shareholder of the Surviving Entity is the wholly owned subsidiary of the same entity that is the sole member of the Merging Entity; accordingly, no additional interests in the Surviving Entity will be issued to the sole member of the Merging Entity.

6. **Certificate of Incorporation and By-Laws.** The Certificate of Incorporation and the By-Laws of the Surviving Entity prior to the Effective Date of the merger shall be the Certificate of Incorporation and By-Laws of the Surviving Entity after the Effective Date of the merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. **Termination.** This Agreement may be terminated and abandoned by the action of the sole Member of the Merging Entity at any time prior to the Effective Date.

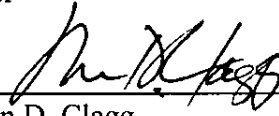
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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by the sole Member of the Merging Entity and the Board of Directors of the Surviving Entity have caused this Agreement to be executed by the sole Member of the Merging Entity and the authorized officer of the Surviving Entity as the respective act, deed and agreement of each constituent entity as of the date first set forth above.

MERIDIAN/SILVER, LC

By: YTB INTERNATIONAL, INC., its Sole
Member

By: 
John D. Clagg
Chief Financial Officer

YTB AIR, INC.

By: 
J. Scott Tomer
President