

L86493



ACCOUNT NO. : 072100000032

REFERENCE : 900085 8796A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : July 22, 1998

ORDER TIME : 12:07 PM

ORDER NO. : 900085-005

CUSTOMER NO: 8796A

CUSTOMER: Ms. Lina Angelici
Schifino & Fleischer
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

FILED
98 JUL 22 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600002595706--3

ARTICLES OF MERGER

KLR GROUP, INC.

INTO

BAY AREA TRAVEL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

RECEIVED
98 JUL 22 PM 1:56
DIVISION OF CORPORATION

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

CC

Merger
7-23-98

ARTICLES OF MERGER
Merger Sheet

MERGING:

KLR GROUP, INC., A FLORIDA CORPORATION, V12182

INTO

BAY AREA TRAVEL, INC., a Florida corporation, L86493

File date: July 22, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER

OF

KLR GROUP, INC.
(a Florida corporation)

AND

BAY AREA TRAVEL, INC.
(a Florida corporation)

FILED
98 JUL 22 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

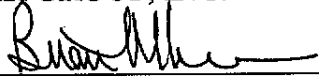
Pursuant to the provisions of Section 607.1105 of the Florida Business Corporations Act ("FBCA"), these Articles of Merger provide that:


1. KLR Group, Inc., a Florida corporation ("KLR"), shall be merged with and into Bay Area Travel, Inc., a Florida corporation ("BAT"), which shall be the surviving corporation (the "Merger").
2. The Merger shall become effective as of the day on which these Articles of Merger are filed by the Secretary of State of Florida (the "Effective Date").
3. The Agreement and Plan of Merger dated July 21, 1998, (the "Merger Agreement"), pursuant to which KLR shall be merged with and into BAT, was unanimously adopted by the directors of KLR by written consent dated July 21, 1998.
4. The Merger Agreement was unanimously approved by the shareholders of KLR by written consent dated July 21, 1998.
5. Whereas KLR owns at least eighty percent (80%) of the outstanding shares of the only class of capital stock of BAT, approval and adoption of the Merger Agreement by the directors and/or shareholders of BAT is not required under FBCA Section 607.1104.
6. A copy of the Merger Agreement is attached hereto and incorporated herein by reference.
7. On July 21, 1998, the holders of all of the outstanding shares of the capital stock of BAT waived the mailing requirement of FBCA Section 607.1104(2). A copy of such written waiver is attached hereto and incorporated herein by

reference. Accordingly, pursuant to FBCA Section 607.1104(3), these Articles of Merger may be delivered to the Secretary of State of Florida for filing as of this date, before the thirty (30)-day waiting period for filing such Articles of Merger.

Dated: July 21, 1998

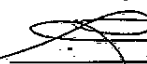
KLR GROUP, INC.

By: 
Brian M. Lee, President

By: 
Armando G. Remo, Secretary

BAY AREA TRAVEL, INC.

By: 
Amy L. Douthitt, Vice President

By: 
Armando G. Remo, Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of July, 1998, by Brian M. Lee, as President of KLR Group, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC:

Sign: _____

Print: _____

State of Florida at Large (Seal)

My Commission Expires:



"OFFICIAL SEAL"
Georgette Keith
My Commission Expires 8/6/98
Commission #CC 289577

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of July, 1998, by Amy L. Douthitt, as Vice President of Bay Area Travel, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification and did take an oath.

NOTARY PUBLIC:

Sign:

Print:

State of Florida at Large (Seal)
My Commission Expires:



"OFFICIAL SEAL"
Georgette Keith
My Commission Expires 8/6/98
Commission #CC 289577

AGREEMENT AND PLAN OF MERGER

BETWEEN

KLR GROUP, INC.
(a Florida corporation)

AND

BAY AREA TRAVEL, INC.
(a Florida corporation)

Agreement and Plan of merger dated July 21, 1998 between KLR Group, Inc., a Florida corporation ("KLR"), and Bay Area Travel, Inc., a Florida corporation ("BAT").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act ("FBCA"), on the Effective Date (as defined below), KLR shall be merged with and into BAT (the "Merger"), the separate and corporate existence of KLR shall cease, and BAT (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. (KLR and BAT are collectively referred to as the "Constituent Corporations.")
2. The Merger shall become effective as of the date the articles of merger are filed with the Secretary of State of Florida (the "Effective Date").
3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.
4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

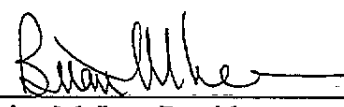
5. On the Effective Date, by virtue of the Merger and without any action on the part of the parties or otherwise:
- a. each issued and outstanding share of the capital stock of KLR shall be canceled without payment of any consideration and without any conversion, and the shares of the capital stock of BAT owned by KLR (6,000 shares) shall be issued pro rata to the shareholders of KLR; and
 - b. each issued and outstanding share of the capital stock of BAT shall remain issued and outstanding.
6. The articles of incorporation of BAT in effect immediately prior to the Effective Date shall continue without change and be the articles of incorporation of the Surviving Corporation.
7. Any Shareholder of BAT who, except for the applicability of FBCA §607.1104, would have been entitled to vote on the Merger, and who dissents from the Merger, may be entitled to be paid the fair value of his or her shares of the capital stock of BAT, *provided* that they comply with the provisions of FBCA §607.1320. Shareholders of BAT shall be advised that they may be entitled to assert dissenter's rights and shall be provided with copies of FBCA §§607.1301, 1302 and 1320.
8. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

KLR GROUP, INC.

Attested By:


Armando G. Remo, Secretary

By:

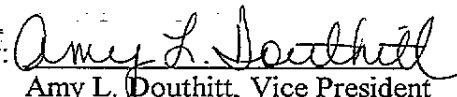

Brian M. Lee, President

BAY AREA TRAVEL, INC.

Attested By:


Armando G. Remo, Secretary

By:


Amy L. Douthitt, Vice President

UNANIMOUS WAIVER

OF

THE SHAREHOLDERS

OF


BAY AREA TRAVEL, INC.
(a Florida corporation)

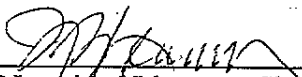
The undersigned, being all of the shareholders of Bay Area Travel, Inc., a Florida corporation (the "Corporation"), hereby waive the mailing requirement of Section 607.1104(2) of the Florida Business Corporation Act relating to the Agreement and Plan of Merger between KLR Group, Inc., a Florida corporation ("KLR") and the Corporation.


Dated: July 21, 1998

KLR GROUP, INC., Shareholder

By:


Brian M. Lee, President


Natayidad Llavorre, Shareholder


William A. Krusen, Shareholder


William C. Knopke, Sr., Shareholder


Amy L. Douthitt, Shareholder