

**L884109**

ACCOUNT NUMBER: FCR000000000

REFERENCE:  
(Sub Account) \_\_\_\_\_

DATE: 12-10-01

REQUESTOR NAME: Lexis Document Services

ADDRESS: \_\_\_\_\_

**EFFECTIVE DATE**  
11/1/02

TELEPHONE: \_\_\_\_\_

( ) ( ) ext ( )

CONTACT NAME: \_\_\_\_\_

CORPORATION NAME: Marazul Charters, Inc. (survivor)

Merging: Marazul Tours, Inc.

DOCUMENT NUMBER:  
(if applicable) \_\_\_\_\_

AUTHORIZATION: \_\_\_\_\_

Cynthia J. Woodward

(2 sets of certified copies please)

☒ CERTIFIED COPY (1-9)  
☐ CERTIFICATE OF STATUS (1-9)  
☐ PLAIN STAMPED COPY

( ) Call When Ready  
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01 DEC 10 PM 1:22

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

000004718090--6

DR  
12/11/01

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MARAZUL TOURS, INC. a New York corporation not authorized to transact business in Florida

INTO

**MARAZUL CHARTERS, INC.,** a Florida entity, L88409

File date: December 10, 2001, effective January 1, 2002

Corporate Specialist: Annette Ramsey

Account number: FCA000000005

Amount charged: 87.50

EFFECTIVE DATE  
11/10/02

## ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

MARAZUL CHARTERS, INC.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

MARAZUL TOURS, INC.

New York

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR Jan. / 1 / 2002 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 7, 2001

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 7, 2001

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
01 DEC 10 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

[illegible]

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Marazul Charters, Inc.

Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Marazul Tours, Inc.

New York

**Third:** The terms and conditions of the merger are as follows:

See Attached

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Attached

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

**MERGER PLAN BETWEEN MARAZUL CHARTERS, INC., A FLORIDA CORPORATION AND MARAZUL TOURS, INC., A NEW YORK CORPORATION**

Marazul Charters, Inc., a Florida Corporation ("Marazul Charters") and Marazul Tours, Inc., a New York Corporation ("Marazul Tours") hereby agree to the following merger plan:

1. Marazul Tours shall merge into Marazul Charters and the name of the merged corporation shall remain Marazul Charters, Inc., a Florida Corporation.
2. The merger shall be under the following terms and conditions:
  - a. Marazul Charters hereby agrees to assume the liabilities of Marazul Tours relating to its current leases at 4100 Park Ave, Tower Plaza, Weehawken, N.J. 07087 and 725 River Road, Edgewater, N.J. 07020.
  - b. Marazul Charters further agrees to assume all responsibilities for the completion of all travel packages or individual travel arrangements contracted by Marazul Tours prior to this merger.
  - c. Marazul Tours agrees to transfer all of its assets including its furniture, fixtures, equipment, accounts receivable, licenses and customer lists to Marazul Charters.
  - d. Further Marazul Tours will assist Marazul Charters in transferring all necessary existing licenses with the Office of Foreign Asset Control and IATA to Marazul Charters. If the transfer is not possible, Marazul Tours will assist Marazul Charters in obtaining, where necessary, new licenses from IATA and the Office of Foreign Assets Control.

3. Pursuant to the merger, the shares of the one minority stockholder of Marazul Tours shall be converted into shares of Marazul Charters in such a manner as to grant that shareholder a larger minority interest in Marazul Charters than she currently maintains. Marazul Tours currently has 100 outstanding and issued shares with the majority shareholder retaining 51 shares and the minority shareholder retaining 49. Marazul Charters currently has 500 outstanding and issued shares with the majority shareholder retaining 300 shares and the minority shareholder retaining 200 shares. Both companies have the same majority and minority shareholders. Subsequent to the merger the minority shareholder of Marazul Tours will be given 25 additional shares of Marazul Charters and the majority shareholder will relinquish 25 of his shares. Thus, after merger, the current minority shareholder will retain 225 shares of outstanding and issued shares of Marazul Charters and the majority shareholder will retain 275 outstanding and issued shares of Marazul Charters.

4. There will be no changes in the Articles of Incorporation of Marazul Charters, Inc. as a result of the merger.

5. This merger will become effective January 1, 2002.

Dated: November 21, 2001