

STEEL HECTOR & DAVIS LLP  
 Requestor's Name  
 215 SOUTH MONROE STREET/SUITE 601  
 Address  
 TALLAHASSEE 222-2300  
 City/State/Zip Phone #  
 6/25/99

M03485

FILED  
 99 JUN 25 AM 10:  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. RIFFEL DESIGN, INC. M03485  
 (Corporation Name) (Document #)
2. TRAVELPRO ACQUISITION CORPORATION (DELAWARE CORPORATION)  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in       Pick up time 12:00       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

*Please Call when Ready, Thank You.*

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PLEASE CONTACT ELIZABETH REGARDING ANY QUESTIONS - 222-2300. THANK YOU.

*Merger*  
 G. COULLETTE JUN 25 1999

CR28031(1/95)

99 JUN 25 AM 10:08

RECEIVED

Examiner's Initials	
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TRAVELPRO ACQUISITION COMPANY, a Delaware corporation not qualified

INTO

**EIFFEL DESIGN, INC.**, a Florida corporation, M03485

File date: June 25, 1999

Corporate Specialist: Cheryl Coulliette

FILED

99 JUN 25 AM 10:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
TRAVELPRO ACQUISITION COMPANY, A DELAWARE CORPORATION  
WITH AND INTO  
EIFFEL DESIGN, INC., A FLORIDA CORPORATION,  
(UNDER SECTION 252 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE AND SECTION 607.1105  
OF THE FLORIDA BUSINESS CORPORATION ACT)**

\* \* \*

The undersigned corporations DO HEREBY CERTIFY:

FIRST: The names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Travelpro Acquisition Company	Delaware
Eiffel Design, Inc.	Florida

SECOND: The Plan of Merger, attached as Exhibit A hereto, among the parties to the merger has been approved, adopted, certified, executed and acknowledged by Eiffel Design, Inc. and by Travelpro Acquisition Company in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and Section 607.1103 of the Florida Business Corporation Act.

THIRD: The Plan of Merger was approved by the Board of Directors and the shareholders of Eiffel Design, Inc., by Written Consent, dated June 23, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, respectively.

The Plan of Merger was approved by the Board of Directors and the stockholders of Travelpro Acquisition Company by Written Consent, dated June 23, 1999, pursuant to Sections 141(f) and 228 of the Delaware General Corporation Law.

FOURTH: The Merger shall be effective as of the later of the filing of these Articles and the Certificate of Merger with the Secretary of State of Delaware and of the State of Florida, respectively.

FIFTH: That the name of the surviving corporation of the merger is Eiffel Design, Inc., a corporation organized under the laws of the State of Florida.

SIXTH: That the Articles of Incorporation of Eiffel Design, Inc. in effect prior to the merger shall be the Articles of Incorporation of the surviving corporation.

SEVENTH: That the Bylaws of Eiffel Design, Inc. in effect prior to the merger shall be the Bylaws of the surviving corporation.

EIGHTH: That the executed Agreement is on file at the principal place of business of Eiffel Design, Inc. at 700 Banyan Trail, Boca Raton, Florida 33431.

NINTH: That a copy of the Agreement will be furnished by Eiffel Design, Inc. on request and without cost, to any shareholder of Eiffel Design, Inc. or Travelpro Acquisition Company.

TENTH: That these Articles of Merger may be executed in multiple counterparts by each of the parties hereto with each constituting an original, but altogether constituting but one and the same instrument.

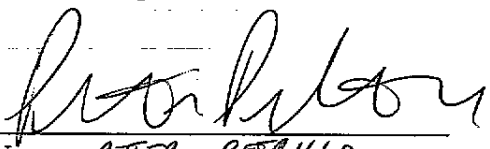
IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of Travelpro Acquisition Company, by its authorized officer on June 24, 1999 and on behalf of Eiffel Design, Inc., by its authorized officer on June 24, 1999.

[SEAL]

EIFFEL DESIGN, INC., a Florida corporation

By:   
Robert V. Plath, Chairman

TRAVELPRO ACQUISITION COMPANY,  
a Delaware corporation

By:   
Name: PETER PETRALLO  
Title: VICE PRESIDENT

**EXHIBIT A**

**PLAN OF MERGER**

of

**TRAVELPRO ACQUISITION COMPANY,**  
a Delaware corporation,

with and into

**EIFFEL DESIGN, INC.,**  
a Florida corporation

This **PLAN OF MERGER** ("the Plan") dated as of this 25th day of June, 1999 by and between **TRAVELPRO ACQUISITION COMPANY**, a corporation organized and existing under the laws of the State of Delaware ("Travelpro") and **EIFFEL DESIGN, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Company" or "Surviving Corporation").

**RECITALS**

A. The Board of Directors of Travelpro and sole stockholder of Travelpro and the Board of Directors and shareholders of Company have determined that it is advisable and to the advantage and welfare of Company and its shareholders, that Travelpro be merged with and into Company on the terms set forth in this Plan and in the Agreement and Plan of Merger dated as of May 21, 1999, as amended by Amendment No. 1 dated as of June 11, 1999, by and among Travelpro, the Company, and the shareholders of the Company (the "Merger Agreement").

B. The Boards of Directors of Travelpro and of the Company by resolutions each duly adopted on June 23, 1999, have approved and adopted this Plan and the Merger Agreement (with the recommendation that this Plan and the Merger Agreement be approved by their respective shareholders) and directed that this Plan and the Merger Agreement be submitted to the shareholders of Company and the sole stockholder of Travelpro, respectively, for approval. The sole stockholder of Travelpro and the shareholders of Company have each unanimously approved this Plan and the Merger Agreement on June 23, 1999.

**NOW, THEREFORE**, Travelpro and Company, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of Florida, hereby agree as follows:

## **ARTICLE I**

### **Corporate Existence of the Surviving Corporation**

At the Effective Time (as defined below) of the merger (the "Merger"), Travelpro shall be merged with and into the Company, and the Company shall be the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Company shall continue unaffected and unimpaired by the Merger; and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Travelpro shall be merged with and into the Company and the Company shall be fully vested therewith. The separate existence of Travelpro, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger whereupon Company and Travelpro shall be and become one single corporation.

## **ARTICLE II**

### **Articles of Incorporation of Surviving Corporation; Name of Surviving Corporation**

Upon the Effective Time of the Merger, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Company as in effect immediately prior to the Effective Time of the Merger.

## **ARTICLE III**

### **Bylaws of Surviving Corporation**

The Amended and Restated Bylaws of the Company as in effect immediately prior to the Effective Time of the Merger shall be the Bylaws of the Surviving Corporation at and after the Effective Time.

## **ARTICLE IV**

### **Directors and Officers of Surviving Corporation**

The directors of the Surviving Corporation shall be Peter Petrillo, John T. Shea and Leonard Sanders. The officers of the Surviving Corporation shall be Kimon Ballis (Chief Executive Officer), Melinda Earley (Chief Financial Officer and Secretary), Peter Petrillo (Assistant Secretary), Jeff Thaw (Vice President, Sales), Jackie Miller (Vice President, Operations) and Marcy Schackne (Vice President, Marketing).

**ARTICLE V**

**Conversion and Exchange of Shares**

A. The manner of converting the shares of each of the Company and Travelpro shall be as follows:

1. At the Effective Time of the Merger, and upon surrender of the certificates, the holders of common stock of Company (other than 83.8 shares owned by Robert V. Plath) shall have their shares converted, in the aggregate, into the right to receive the cash, notes and other consideration as provided in the Merger Agreement.

2. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of all of the capital stock of Travelpro, such holder of all of the capital stock of Travelpro shall have its shares converted into shares of the Surviving Corporation which shall constitute 90% of the outstanding shares of common stock of the Surviving Corporation after the Effective Time of the Merger.

3. A total of 83.8 shares owned by Robert V. Plath shall be converted into 10% of the outstanding shares of the Surviving Corporation.

4. All outstanding stock options (if any) of the Company shall be canceled in accordance with the Merger Agreement.

B. At or immediately following the Effective Time of the Merger, each holder of an outstanding certificate or certificates which prior thereto represented shares of Company's common stock shall surrender the same to the Company, and each such holder shall be entitled upon such surrender to receive in exchange therefor the consideration as provided in the Merger Agreement.

**ARTICLE VI**

**Effective Time of Merger**

The "Effective Time" of the Merger shall be at 5:00 P.M. on June 25, 1999, provided that (a) the Articles of Merger have been filed with the Secretary of State of the State of Florida by such time and date and (b) a Certificate of Merger has been filed with the Secretary of the State of Delaware.

**ARTICLE VII**

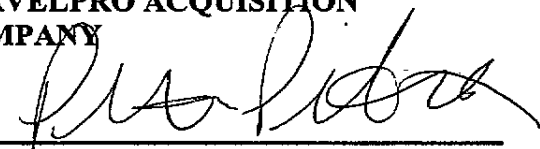
**Condition and Termination**

The conditions specified in Article VIII of the Merger Agreement shall constitute conditions precedent to the obligations of the parties hereto as therein provided. If by reason of the provisions of Article VIII of the Merger Agreement, the parties are not obligated to consummate this Plan, then the party or parties not so obligated may terminate this Plan prior to the Effective Time of the Merger by delivering to the other party or parties of written notice of such termination prior to the Effective Time of the Merger, and thereupon this Plan shall be terminated without further liability of any party in favor of the others except as otherwise provided in the Merger Agreement.

**IN WITNESS WHEREOF**, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized in accordance with the requirements of applicable law, all as of the day and year first above written.

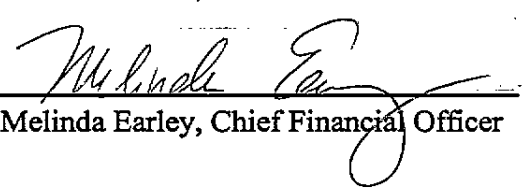
**TRAVELPRO ACQUISITION  
COMPANY**

By: \_\_\_\_\_

  
Peter Petrillo, Vice President

**EIFFEL DESIGN, INC.**

By: \_\_\_\_\_

  
Melinda Earley, Chief Financial Officer