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Account Name : TRAVEL SERVICES INTERNATIONAL, INC.
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MERGER OR SHARE EXCHANGE**CRUISES ONLY, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$96.25

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE CRUISE LINE, INC. (P96000089969), A FLA. CORP.

INTO

CRUISES ONLY, LLC, a Delaware entity, M9700000049

File date: September 30, 2002

Corporate Specialist: Buck Kohr

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ARTICLES OF MERGER

of

The Cruise Line, Inc.
(a Florida corporation)

into

Cruises Only, LLC
(a Delaware limited liability company)

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act (the "Act"), the undersigned entities do hereby make and execute these Articles of Merger for the purpose of merging The Cruise Line, Inc. into Cruises Only, LLC (the "Merger"):

A. The Agreement and Plan of Merger ("Agreement of Merger") is as follows:

1. The names of the entities to be merged are Cruises Only, LLC, a Delaware limited liability company ("Surviving Company"), and The Cruise Line, Inc., a Florida corporation ("Merging Company").

2. Upon the Effective Date, all shares of the common stock of Merging Company issued and outstanding immediately prior to the Effective Date shall, without any further action, automatically be cancelled, and the sole shareholder of the common stock of Merging Company shall cease to have any rights with respect thereto. Each membership interest of Surviving Company shall continue to be issued and outstanding as of the Effective Date.

3. The Articles of Organization and Limited Liability Company Agreement of Surviving Company, as in effect immediately prior to the Effective Date of the Merger, shall continue in full force and effect after the Effective Date until changed, altered or amended as therein provided and in the manner prescribed by the Limited Liability Company Act of Delaware ("LLCA").

4. The Manager of Surviving Company in office on the Effective Date shall continue in office after the Effective Date, until the election and qualification of his successor or until his tenure is otherwise terminated in accordance with the Limited Liability Company Agreement of the Surviving Company.

B. The effective date (the "Effective Date") of the Merger shall be September 30, 2002 at 11:59 p.m.

C. The Agreement of Merger was adopted by the Manager of Surviving Company and approved by its sole Member in accordance with the LLCA on September 26, 2002.

D. The Agreement of Merger was adopted by the board of directors of Merging Company and approved by its sole shareholder in accordance with the applicable provisions of the Act on September 26, 2002.

E. The address of the principal office of the Surviving Company is 1011 E. Colonial Drive, Orlando, FL 32803. The Manager of the Surviving Company is JOHN M. BLOODWORTH at 220 Congress Park Drive, Delray Beach, FL 33445.

F. The Surviving Company is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger.

G. The Surviving Company has agreed to promptly pay to the dissenting shareholder of each domestic corporation that is a party to the Merger the amount, if any, to which it is entitled under Section 607.1302 of the Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on this 26th day of September, 2002.

Cruises Only, LLC,
a Delaware limited liability company

By: 
Patrick Doyle, Vice President

The Cruise Line, Inc.,
a Florida corporation

By: 
Robert J. Maraist, Vice President

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