

P93000073929

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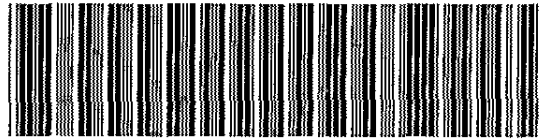
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*merger*

EFFECTIVE DATE  
12/23/02

RECEIVED  
02 DEC -4 AM 11:47

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ADR*

*12/4/02*

ARTICLES OF MERGER  
Merger Sheet

MERGING:

DUR TRAVEL, INC., a Florida corporation P96000076756

DUR UNITED ENTERTAINMENT CORPORATION, a Florida corporation  
P96000054955

UNITED SPORTS AGENCY CORPORATION, a Florida corporation  
P95000082872

X-ENTERTAINMENT CORPORATION, a Florida corporation P93000088134

INTO

**CCC-COMMAND CONSULTING CORPORATION,** a Florida entity,  
P93000073929.

File date: December 4, 2002 , effective December 31, 2002

Corporate Specialist: Annette Ramsey



ACCOUNT NO. : 072100000032

REFERENCE : 840882 4307494

AUTHORIZATION :

COST LIMIT : \$ 175.00

*Patricia Pizato*

ORDER DATE : December 3, 2002

ORDER TIME : 10:05 AM

ORDER NO. : 840882-005

CUSTOMER NO: 4307494

CUSTOMER: Mr. Steven P. Rapoport  
Kay & Boose  
One Dag Hammarskjold Plaza  
31st Floor  
New York, NY 10017

ARTICLES OF MERGER

DUR TRAVEL, INC.  
ET. AL.

INTO

CCC-COMMAND CONSULTING  
CORPORATION

\*\*\*\*EFFECTIVE DATE: 12/31/2002\*\*\*\*\*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156  
EXAMINER'S INITIALS: \_\_\_\_\_

**EFFECTIVE DATE**  
**12/31/02**

**FILED**  
**02 DEC -4 PM 1:00**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLES OF MERGER**

**OF**

**DUR TRAVEL, INC.**  
**DUR UNITED ENTERTAINMENT CORPORATION**  
**UNITED SPORTS AGENCY CORPORATION**  
**X-ENTERTAINMENT CORPORATION,**  
**Florida corporations,**

**AND**

**CCC-COMMAND CONSULTING CORPORATION,**  
**a Florida corporation.**

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby submit the following Articles of Merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging DUR TRAVEL, INC., DUR UNITED ENTERTAINMENT CORPORATION, UNITED SPORTS AGENCY CORPORATION and X-ENTERTAINMENT CORPORATION with and into CCC-COMMAND CONSULTING CORPORATION as approved and adopted by written consent of the shareholders of DUR TRAVEL, INC., DUR UNITED ENTERTAINMENT CORPORATION, UNITED SPORTS AGENCY CORPORATION and X-ENTERTAINMENT CORPORATION entitled to vote thereon given on December 2, 2002, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of CCC-COMMAND CONSULTING CORPORATION entitled to vote thereon in accordance with Section 607.0704 of the Florida Business Corporation Act.

2. CCC-COMMAND CONSULTING CORPORATION will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective time and date of the merger herein provided for shall be 9:00 a.m. on December 31, 2002.

Executed on December 2, 2002.

**DUR TRAVEL, INC.**

By: 

Nicole Durr, President

**DUR UNITED ENTERTAINMENT  
CORPORATION**

By: 

Nicole Durr, President

**UNITED SPORTS AGENCY CORPORATION**

By: 

Nicole Durr, President

**X-ENTERTAINMENT CORPORATION**

By: 

Nicole Durr, President

**CCC-COMMAND CONSULTING  
CORPORATION**

By: 

Nicole Durr, President

**PLAN OF MERGER**  
**OF**  
**DUR TRAVEL, INC.—**  
**DUR UNITED ENTERTAINMENT CORPORATION**  
**UNITED SPORTS AGENCY CORPORATION**  
**X-ENTERTAINMENT CORPORATION,**  
**Florida corporations,**  
**WITH AND INTO —**  
**CCC-COMMAND CONSULTING CORPORATION,**  
**a Florida corporation.**

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**Effective December 31, 2002**

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**KAY & BOOSE LLP**  
**One Dag Hammarskjold Plaza**  
**New York, New York 10017-2299**

**PLAN OF MERGER** adopted for

**DUR TRAVEL, INC.  
DUR UNITED ENTERTAINMENT CORPORATION  
UNITED SPORTS AGENCY CORPORATION  
X-ENTERTAINMENT CORPORATION,**

business corporations organized under the laws of the State of Florida,  
by resolutions of their respective Boards of Directors on December 2, 2002,  
and adopted for **CCC-COMMAND CONSULTING CORPORATION,**  
a business corporation organized under the laws of the State of Florida,  
by resolution of its Board of Directors on December 2, 2002.

\*\*\*\*\*

The names of the corporations planning to merge are:

**DUR TRAVEL, INC.  
DUR UNITED ENTERTAINMENT CORPORATION  
UNITED SPORTS AGENCY CORPORATION  
X-ENTERTAINMENT CORPORATION,**

business corporations organized under the laws of the State of Florida (collectively, the "*non-surviving corporations*"), and

**CCC-COMMAND CONSULTING CORPORATION,**

a business corporation organized under the laws of the State of Florida (the "*surviving corporation*").

1. On the Effective Date (defined below) of the merger, the non-surviving corporations shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, the surviving corporation, which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of the non-surviving corporations shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The respective directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the respective members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporations immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be surrendered to the non-surviving corporations and cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the respective shareholders of the non-surviving corporations and to the shareholder of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the respective shareholders entitled to vote of the non-surviving corporations and by the shareholder entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporations and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Boards of Directors and the proper officers of the non-surviving corporations and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The merger described herein shall be effective on December 31, 2002 (the "Effective Date").