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Merge

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 576052 7111512
AUTHORIZATION : *Patricia Pizutto*
COST LIMIT : \$ 210.00

ORDER DATE : April 19, 2004
ORDER TIME : 10:59 AM
ORDER NO. : 576052-035
CUSTOMER NO: 7111512
CUSTOMER: Ms. Shayne A. Rosecrans
Coach Usa
Suite 2700, C/o Jenkins &
Gilchrist 1401 Mckinney Street
Houston, TX 77010

ARTICLES OF MERGER

LND, INC.,
ETAL.

INTO

COACH USA TOURS-LAS VEGAS,
INC. (NON-QUALIFIED NV CORP.)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: _____

**Articles Of Merger
(Profit Corporations)**

The following articles of merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

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STATE OF FLORIDA
TALLAHASSEE

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Coach USA Tours-Las Vegas, Inc.	Nevada

2. The name and jurisdiction of each merging corporation; the name and jurisdiction of each parent corporation owning 100% of the outstanding voting shares of each class and series of its respective subsidiary corporations:

<u>Name of Merging Corporation</u>	<u>Jurisdiction</u>	<u>Parent</u>	<u>Jurisdiction</u>
LND, Inc.	Florida	Coach USA, Inc.	Delaware
Metro Transportation Services	Florida	Coach USA, Inc.	Delaware
Royal West Tours & Cruises, Inc.	Florida	Coach USA, Inc.	Delaware
Metro Taxi, Inc.	Florida	Metro Limo, Inc.	Florida
Red & Tan of Boca, Inc.	Florida	Red and Tan Transportation Systems, Inc.	New Jersey

3. The Plan of Merger is attached as Exhibit A hereto and incorporated herein by reference.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. Under Section 607.1104 of the FBCA, no approval by the shareholders of the parent companies of the merging corporations is required to effect the merger.
6. Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the board of directors and the sole shareholder of the surviving corporation on April 16, 2004.

7. Adoption of Merger by merging corporation(s).

The Plan of Merger was adopted by the respective sole shareholders of each of the merging corporations on April 16, 2004.

8. The laws of the states of incorporation of the surviving corporation and each merging corporation permit the merger in the manner provided herein.

9. Signature for each corporation:

LND, Inc.

Metro Transportation Services

Royal West Tours & Cruises, Inc.

Metro Taxi, Inc.

Red & Tan Of Boca, Inc.

By:  _____

Name: David Young

Title: Authorized Officer

Date: April 16, 2004

EXHIBIT A
PLAN OF MERGER

Plan of Merger

This plan of merger (this "Plan") is submitted in accordance with Section 607.1104 of the Florida Business Corporation Act (the "FBCA") and Section 92A.100 of the Nevada Revised Statutes (the "NRS").

Entities

The name and jurisdiction of each **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation indicated:

<u>Name</u>	<u>Jurisdiction/Governing Law</u>
Coach USA, Inc. LND, Inc. Metro Transportation Service Royal West Tours & Cruises, Inc.	Delaware General Corporation Law
MetroLimo, Inc. Metro Taxi, Inc.	Florida Business Corporation Act
Red and Tan Transportation Systems, Inc. Red & Tan of Boca, Inc.	New Jersey Business Corporation Act

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction/Governing Law</u>
Surviving corporation Coach USA Tours-Las Vegas, Inc.	Nevada Revised Statutes

Merging corporations

LND, Inc.	Florida Business Corporation Act
Metro Taxi, Inc.	Florida Business Corporation Act
Metro Transportation Services	Florida Business Corporation Act
Red & Tan of Boca, Inc.	Florida Business Corporation Act
Royal West Tours & Cruises, Inc.	Florida Business Corporation Act

The Merger

On the effective date of the merger, the above-listed merging corporations shall be merged with and into Coach USA Tours-Las Vegas, Inc., which shall survive the merger (the "Surviving Corporation") and continue to be governed by the laws of the State of Nevada.

Conversion of Shares

The manner and basis of converting the shares of the merging corporations is as follows: Upon and by reason of the merger becoming effective, the shares of the Surviving Corporation issued and outstanding at the effective time of the merger shall continue to be the issued and

outstanding shares of the Surviving Corporation and shall not be affected by the merger. All authorized, issued and outstanding shares of stock of the corporations not surviving the merger shall be cancelled.

Right of Dissent

As the parent company, Coach USA, Inc. holds 100% of the issued and outstanding shares of each of the merging entities, there are no shareholders with the right under the FBCA to dissent.

Articles of Incorporation and Bylaws

On and after the effective date of the merger, the articles of incorporation and bylaws of Coach USA Tours-Las Vegas, Inc. shall continue to be the articles of incorporation and bylaws of the Surviving Corporation.

Effect of the Merger

On the effective date of the merger, the merging corporations shall cease to exist and the Surviving Corporation shall be subject to all the liabilities, obligations and duties of each of the merging corporations, and shall, without the necessity of any conveyance, assignment or transfer become the owner of all of the assets of every kind and character, including real estate, if any, formerly belonging to the merging corporations.

Approval of the Plan of Merger

Under Section 607.1104 of the FBCA, no approval by the shareholders of the parent company of the merging corporations is required to effect the merger. All of the issued and outstanding shares of each of the merging corporations are held by Coach USA, Inc. The sole shareholders of each of the merging corporations and the Surviving Corporation have approved the Plan in accordance with Section 92A.120 of the NRS and the applicable statutes of their respective jurisdictions of organization.