

Apr. 2, 2010 2:56PM
Division of Corporations

Barnett Bolt

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MERGER OR SHARE EXCHANGE
Educational Opportunities Tours, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$78.75

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ARTICLES OF MERGER
MERGING NORTIASCO HOLDINGS, INC.
INTO EDUCATIONAL OPPORTUNITIES TOURS, INC.

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), EDUCATIONAL OPPORTUNITIES TOURS, INC., a Florida corporation, as the Surviving Entity, hereby delivers these Articles of Merger for the purpose of merging NORTIASCO HOLDINGS, INC., a Florida corporation, into EDUCATIONAL OPPORTUNITIES TOURS, INC., a Florida corporation.

1. A copy of the Plan of Merger adopted by the constituent entities (the "Plan") is attached hereto as Exhibit A.
2. Pursuant to Section 607.1104 of the Act, shareholder approval was not required because EDUCATIONAL OPPORTUNITIES TOURS, INC., owns 100% of the issued and outstanding stock of NORTIASCO HOLDINGS, INC.
3. The Plan was adopted by the Board of Directors of EDUCATIONAL OPPORTUNITIES TOURS, INC., on March 31, 2010.

Dated: March 31, 2010

EDUCATIONAL OPPORTUNITIES TOURS, INC.

By: James E. Ridgway, Jr.
Name: James E. Ridgway, Jr.
Title: President

NORTIASCO HOLDINGS, INC.

By: Raphael Farber
Name: Raphael Farber
Title: President

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PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by EDUCATIONAL OPPORTUNITIES TOURS, INC., a Florida corporation ("Parent"), and NORTIASCO HOLDINGS, INC., a Florida corporation and a wholly-owned subsidiary of Parent ("Subsidiary"), for the purpose of merging Subsidiary into Parent pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"). Parent is sometimes referred to herein as the "Surviving Entity".

1. Parties to the Merger. The name of the parent corporation is EDUCATIONAL OPPORTUNITIES TOURS, INC., a Florida corporation. The name of the subsidiary corporation is NORTIASCO HOLDINGS, INC., a Florida corporation.
2. Terms and Conditions of the Merger.
 - (a) Effect of Merger. On the Effective Date (as defined in Section 4 of this Plan), Subsidiary will be merged with and into Parent pursuant to and in accordance with Section 607.1104 of the Act. The separate existence of Subsidiary shall thereupon cease, and Parent, as the Surviving Entity, shall be fully vested in the rights, privileges, immunities, powers and franchises of Subsidiary, subject to its restrictions, liabilities, disabilities, and duties.
 - (b) Articles of Incorporation. The Articles of Incorporation of Parent as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Entity.
 - (c) Directors and Officers. The directors and officers of Parent in place immediately prior to the Effective Date shall be the directors and officers of the Surviving Entity.
3. Treatment of Shares.
 - (a) Parent. On and after the Effective Date, each share of capital stock of Parent currently issued and outstanding shall remain issued and outstanding, and shall represent the issued and outstanding capital stock of the Surviving Entity.
 - (b) Subsidiary. Each share of capital stock of Subsidiary outstanding immediately prior to the Effective Date shall, automatically and without the need for any action by any party, be cancelled upon the Effective Date.
4. Effective Date. The merger of Subsidiary into Parent will become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

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EXHIBIT A