

P96000027279

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite I, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Sunshine Leasing Company, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
Dissolution/Withdrawal		
C U S - <u>300002043193-5</u>		
Fictitious Name File	<u>-01/02797-01023-818</u>	
	****122.50 ****122.50	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

96 DEC 31 PM 3:54
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

97 JAN 2 AM 10:02
 PHYSICAL COLLECTION

FILED

RECEIVED

US delayed by 100% Should have been delivered on 12/31/96.

..... N. HENDRICKS JAN - 2 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	<u>Open</u>		CK No. _____
BY			

WALK-IN 11/2 12:00
 Will Pick Up

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

SUNSHINE LEASING COMPANY, INC., A FLORIDA CORPORATION, V29564

INTO

VILLAGES TRAVEL COMPANY, a Florida corporation, P96000027279

File date: December 31, 1996

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER

FILED
96 DEC 31 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY CERTIFY that the following Plan of Merger was adopted, on December 26, 1996, by unanimous written consent of the shareholders and directors of VILLAGES TRAVEL COMPANY, a Florida corporation, the surviving corporation, and SUNSHINE LEASING COMPANY, INC., a Florida corporation, the merged corporation:

PLAN OF MERGER
of
SUNSHINE LEASING COMPANY, INC.
into
VILLAGES TRAVEL COMPANY

1. The names of the merging corporations are SUNSHINE LEASING COMPANY, INC., a Florida corporation, and VILLAGES TRAVEL COMPANY, a Florida corporation. The surviving corporation will be VILLAGES TRAVEL COMPANY.

2. H. GARY MORSE is the sole shareholder, the president and the sole director of SUNSHINE LEASING COMPANY, INC. He owns all 500 shares of the common stock of that company.

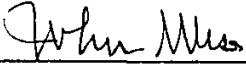
3. The MARK MORSE IRREVOCABLE TRUST, the JENNIFER BOONE IRREVOCABLE TRUST and the TRACY MATHEWS IRREVOCABLE TRUST are all of the shareholders of SUNSHINE LEASING COMPANY, INC., each owning one-third of the 999.5 outstanding shares of common stock.

4. At the time of the merger, the shareholder's equity in SUNSHINE LEASING COMPANY, INC. will have a value equal to one percent (1%) of the shareholders' equity in VILLAGES TRAVEL COMPANY. Accordingly, H. GARY MORSE will exchange his stock of SUNSHINE LEASING COMPANY, INC. for one percent of the stock of


VILLAGES TRAVEL COMPANY, and the present shareholders of VILLAGES TRAVEL COMPANY shall each retain one-third of the other ninety-nine percent (99%) of the stock of VILLAGES TRAVEL COMPANY after the merger.

5. The effective date of the merger will be December 31, 1996.

THE UNDERSIGNED further hereby certify that the said written consents remain in full force and effect as of this 26 day of December, 1996.



JOHN WISE, Secretary
VILLAGES TRAVEL COMPANY



R. DEWEY BURNSED, Secretary
SUNSHINE LEASING COMPANY,
INC.