

P96000055185
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Tallahassee, FL 32301
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Corporation(s) Name

TravelNow.Com Inc.

Merging into

TRAVELNOW.COM INC.

() Profit () Amendment ☒ Merger
() Nonprofit

() Foreign () Dissolution () Mark
() LLC () Withdrawal

() Limited Partnership () UBR () Other
() Reinstatement () Fictitious Name () Ch. RA
() UCC () 1 or () 3

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10/20/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

TRAVELNOW.COM INC., a Florida corporation P96000055185
,

INTO

TRAVELNOW.COM INC., a Delaware corporation not qualified in Florida.

File date: October 20, 2000

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER
OF
TRAVELNOW.COM INC.
AND
TRAVELNOW.COM INC.**

FILED
00 OCT 20 PM 4:09
SECRETARY OF
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), TravelNow.com Inc., a Florida corporation ("TNOW Florida"), desires to merge with and into TravelNow.com Inc., a Delaware corporation ("TNOW Delaware"), with TNOW Delaware as the surviving corporation (the "Surviving Corporation"). TNOW Florida and TNOW Delaware accordingly hereby certify the following:

1. The constituent business entities participating in the merger are:
 - a. TravelNow.com Inc., which is incorporated under the laws of the State of Florida; and
 - b. TravelNow.com Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger (the "Merger Agreement") was authorized and approved by the shareholders of TNOW Florida on September 26, 2000, and by the sole shareholder of TNOW Delaware on October 18, 2000, in accordance with Section 607.1107 of the FBCA and Section 252 of the General Corporation Law of Delaware ("DGCL").
3. The aforesaid constituent entities have agreed that the merger shall be effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").
4. The Merger Agreement provides, in part, as follows:
 - a. At the Effective Time, TNOW Florida shall be merged with and into TNOW Delaware, and the separate corporate existence of TNOW Florida shall thereupon cease.
 - b. The name of the Surviving Corporation in the merger is TravelNow.com Inc., which shall be governed by the laws of the State of Delaware, and the separate corporate existence of the Surviving Corporation with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the merger.
 - c. The Surviving Corporation shall be liable for all the obligations of TNOW Florida and TNOW Delaware as of the Effective Time, and expressly assumes all such obligations as of the Effective Time.

- d. The directors and officers of TNOW Florida at the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed or qualified or until their earlier death, resignation or removal in accordance with the articles of incorporation and bylaws of the Surviving Corporation.
- e. As of the Effective Time, by virtue of the merger and without any action on the part of the holders of any shares of TNOW Florida common stock, all shares of common stock of TNOW Florida shall be canceled and cease to exist and no consideration shall be delivered in exchange therefor.


5. All of the property, rights, privileges and leases of TNOW Florida are to be transferred to and become the property of the Surviving Corporation. The officers and board of directors of the aforesaid constituent entities are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

6. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is as follows: 318 Park Central East, Suite 418, Springfield, Missouri 65806.


7. The Surviving Corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Florida which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Florida against the Surviving Corporation. The Secretary of the State of Florida shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is 318 Park Central East, Suite 418, Springfield, Missouri 65806. The Surviving Corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Florida which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the "Florida Business Corporation Act" with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the
aforesaid constituent entities as of the 19th day of October 2000.

TRAVELNOW.COM INC.
a Florida corporation

By: 
Name: Jeffrey A. Wasson
Title: Chief Executive Officer

TRAVELNOW.COM INC.
a Delaware corporation

By: 
Name: Jeffrey A. Wasson
Title: Chief Executive Officer