

Division of Corporations

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P96000072479

Florida Department of State
Division of Corporations
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****PLEASE FILE THE ARTICLES OF MERGER WITH AN
EFFECTIVE DATE OF TODAY, MAY 11, 1999. Thanks! Kara**

MERGER OR SHARE EXCHANGE

PRESTIGE VACATION HOMES, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

ORLANDO VACATION HOMES, INC., a Florida corporation, document number
P96000092290

INTO

PRESTIGE VACATION HOMES, INC., a Florida corporation, P96000072479

File date: May 12, 1999

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
OF
ORLANDO VACATION HOMES, INC.,
a Florida corporation
WITH AND INTO
PRESTIGE VACATION HOMES, INC.,
a Florida corporation

FILED
99 MAY 12 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, Orlando Vacation Homes, Inc., a Florida corporation, and Prestige Vacation Homes, Inc. f/k/a Orlando Homes, Inc., a Florida corporation, hereby adopt the following Articles of Merger for the purpose of effecting the merger of Orlando Vacation Homes, Inc. with and into Prestige Vacation Homes, Inc.:

FIRST: The plan of merger, pursuant to Section 607.1104 of the Florida Business Corporation Act, is as follows:

(1) Prestige Vacation Homes, Inc., a Florida corporation ("Parent") owns all of the issued and outstanding shares of capital stock of Orlando Vacation Homes, Inc., a Florida corporation ("Subsidiary"). Parent desires to merge Subsidiary with and into Parent by way of a merger (the "Merger") under Section 607.1104 of the Florida Business Corporation Act.

(2) At the Effective Time (as hereinafter defined), Subsidiary shall be merged with and into Parent and Parent shall be the surviving corporation of the Merger. Parent is hereinafter sometimes referred to as the "Surviving Corporation."

(3) The terms and conditions of the Merger are as follows:

(A) The Surviving Corporation shall continue the corporate existence of Parent under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either corporation may be prosecuted as if such Merger had not taken place, or

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the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(B) The Articles of Incorporation of Parent, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

(C) The Bylaws of Parent, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(D) The directors and officers of Parent immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

(4) Because Parent owns all of the issued and outstanding shares of common stock of Subsidiary, the shares of common stock of Subsidiary will cease to exist at and after the Effective Date and the certificate representing such shares of common stock shall be canceled.

(5) The Merger shall become effective upon the date and time of the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida (the "Effective Time").

SECOND: Pursuant to the applicable provisions of the Florida Business Corporation Act, the board of directors and shareholders of Subsidiary approved the Merger by a written consent dated May 11, 1999.

THIRD: Pursuant to the applicable provisions of the Florida Business Corporation Act, the board of directors of Parent approved the Merger by a written consent dated May 11, 1999.

IN WITNESS WHEREOF, Subsidiary and Parent have caused these Articles of Merger to be signed in their corporate names by their respective duly authorized officers as of the 11th day of May, 1999.

ORLANDO VACATION HOMES, INC., a
Florida corporation

By: Guy Novik
Guy Novik, President

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05/11/99 TUE 16:45 FAX 1 407 423 4495

LOWNDES DROSDICK

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PRESTIGE VACATION HOMES, INC., a
Florida corporation

By: Guy Novik
Guy Novik, President