

CAPITAL CONNECTION, INC.

47 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 221-3870 • 1-800-341-3862 • Fax (850) 221-1221

P96000073965

Big Five Tours + Expeditions

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-12/28/01-01056--009
*****78.75 *****78.75

- Art of Inc. File 600004742866--3
LTD Partnership File -12/28/01--01056--009
Foreign Corp. File *****78.75 *****78.75
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
✓ Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
✓ Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*00789,02211,00672

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

RECEIVED
01 DEC 28 PM 12:38
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

BIG FIVE TOURS LTD., INC., a Florida corporation F93000004229

INTO

BIG FIVE TOURS AND EXPEDITIONS, INC., a Florida entity, P96000073965

File date: December 28, 2001, effective December 31, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 31, 2001

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32301

SUBJECT: BIG FIVE TOURS AND EXPEDITIONS, INC.
Ref. Number: P96000073965

We have received your document for BIG FIVE TOURS AND EXPEDITIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 201A00067666

Corrected

RECEIVED
02 JAN -3 AM 11:44
DIVISION OF CORPORATION

12/31/01

FILED
DEC 28 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
BIG FIVE TOURS LTD., a New York corporation
(hereinafter "BIG FIVE [New York]")

INTO

BIG FIVE TOURS AND EXPEDITIONS, INC., a Florida corporation
(hereinafter "BIG FIVE [Florida]")

Pursuant to the provisions of Florida Statutes Section 607.1105 and New York Business Corporation Law, Section 907, the undersigned corporations adopt the following Articles of Merger for the purpose of merging BIG FIVE [New York] and BIG FIVE [Florida]:

1. The names of the undersigned corporations and the State under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
(a) BIG FIVE [New York]	New York
(b) BIG FIVE [Florida]	Florida

2. The name of the surviving corporation is BIG FIVE TOURS AND EXPEDITIONS, INC., a Florida corporation, and is to be governed by the laws of the State of Florida. The Articles of Incorporation of the surviving corporation shall continue to be the Articles of Incorporation after the merger is consummated without any further changes thereto.

3. The Agreement and Plan of Merger was approved by the Board of Directors and sole Shareholder of each of the undersigned corporations in the matter prescribed by the Florida Statutes Chapter 607 and New York Business Corporation Law, Section 907:

(a) The Agreement and Plan of Merger (hereinafter "Plan of Merger"), dated as of December 27, 2001, and effective as of December 15, 2001, is on file in the offices of the surviving corporation at 1551 SE Palm Court, Stuart, FL 34994. A copy of such Plan of Merger will be made available, without cost, to any shareholder on request;

(b) The Plan of Merger was adopted and approved by the Board of Directors and sole Shareholder of each corporation as follows:

<u>Name of Corporations</u>	<u>Date Adopted</u>
(a) BIG FIVE [New York]	December 15, 2001
(b) BIG FIVE [Florida]	December 15, 2001

4. As to each of the undersigned corporations, the number of shares outstanding at the time of adoption of the Plan of Merger, and the number of shares entitled to vote thereon, are as follows:

<u>Name of Corporations</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
(a) BIG FIVE [New York]	150 Common	150 Common
(b) BIG FIVE [Florida]	150 Common	150 Common

5. As to each of the undersigned corporations, the total number of shares voted for and against such Plan of Merger, respectively, are as follows:

<u>Name of Corporations</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
(a) BIG FIVE [New York]	150 Common	0 Common
(b) BIG FIVE [Florida]	150 Common	0 Common

6. The shareholders of the following corporations adopted the Plan of Merger by unanimous consent, as set forth in Paragraph 5 hereof, as of:

<u>Name of Corporations</u>	<u>Date Adopted</u>
(a) BIG FIVE [New York]	December 15, 2001
(b) BIG FIVE [Florida]	December 15, 2001

7. All provisions of the laws of the State of Florida and the laws of the State of New York applicable to the merger have been complied with.

8. The merger shall be effective on December 31, 2001.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President and attested by its Secretary as of the 15th day of December, 2001.

(Corporate Seal)

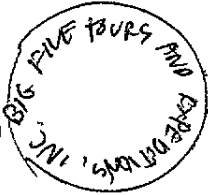


BIG FIVE TOURS LTD., a New York corporation

By: Mahendra Sanghrajka, President

Attest: Usha Sanghrajka, Secretary

(Corporate Seal)

BIG FIVE TOURS AND EXPEDITIONS, INC., a
Florida corporation

By: _____

Mahendra Sanghrajka, President

Attest: _____

Usha Sanghrajka, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 27th day of December, 2001, by MAHENDRA SANGHRAJKA and USHA SANGHRAJKA, as President and Secretary, respectively, of BIG FIVE TOURS LTD., a New York corporation, by and on behalf of the corporation, and who executed the foregoing Articles of Merger before me and acknowledged the said Articles to be their act and deed and the act and deed of the corporation and the facts stated therein are true. Each is personally known to me.

Sonia M. Pawluc
Notary Public, State of Florida
Commission #DD008782

My commission expires:

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared MAHENDRA SANGHRAJKA and USHA SANGHRAJKA, President and Secretary, respectively, of BIG FIVE TOURS AND EXPEDITIONS, INC., a Florida corporation, who are to me well known to be the persons described in and who subscribed the above Articles of Merger, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Stuart, in said County and State, this 27th day of December, 2001.

Sonia M. Pawluc
Notary Public, State of Florida
Commission #DD008782

My commission expires:



AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger dated this 27th day of December, 2001, effective as of the 15th day of December, 2001, by and between the following Corporations: BIG FIVE TOURS LTD., a New York corporation (hereinafter "BIG FIVE [New York]"), and BIG FIVE TOURS AND EXPEDITIONS, INC., a Florida corporation (hereinafter "BIG FIVE [Florida]"). Said corporations being hereinafter sometimes collectively referred to as the "constituent corporations."

WITNESSETH:

WHEREAS, the following Constituent Corporations are duly organized and existing or authorized to do business under the laws of the State of Florida and incorporated on the dates set forth below, opposite the named corporations:

<u>Name of Corporation</u>	<u>Incorporation Date</u>	<u>State</u>
(a) BIG FIVE [New York]	September 4, 1984	New York
(b) BIG FIVE [Florida]	September 1, 1996	Florida

WHEREAS, the following named Constituent Corporations have the authorized and issued and outstanding capital structure set forth opposite their respective corporate names:

<u>Name of Corporation</u>	<u>Authorized Stock</u>	<u>Issued and Outstanding Stock</u>
(a) BIG FIVE [New York]	200 Common	150 Common
(b) BIG FIVE [Florida]	100,000 Common	150 Common

WHEREAS, each Shareholder of the above listed Constituent Corporations who, except for the applicability of Florida Statute section 607.1104 and the applicable provisions of New York law, would be entitled to vote and who dissent from the merger pursuant to Florida Statutes section 607.1320 or under the applicable provisions of New York law, may be entitled to receive the fair market value of their shares, if they comply with the provisions set forth in Florida Statutes Chapter 607 or the applicable provisions of New York law, regarding the rights of dissenting shareholders, and said shareholders have been provided copies of F.S. §§ 607.1301, 607.1302 and 607.1320 and the applicable New York statutory provisions.

WHEREAS, the Board of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their respective Shareholders that the Constituent Corporations merge into a single corporation pursuant to this Agreement, and the Constituent Corporations respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of Florida and the State of New York and in compliance with the applicable provisions of the Internal Revenue Code of 1986, as amended (hereinafter the "Code") and the regulations promulgated thereunder.

NOW, THEREFORE, in consideration of the premises and of the mutual promises, agreements, covenants and grants hereinafter contained, the parties hereby agree as follows:

ARTICLE IMerger

1.01 Merger. On the Effective Date, as defined in Section 4.02, the separate existence of BIG FIVE [New York] shall cease and it shall be merged into BIG FIVE [Florida], which shall be the surviving corporation (the "Surviving Corporation"), which shall continue to be governed by the laws of the State of Florida and shall continue under the name of BIG FIVE [Florida].

ARTICLE II

Articles of Incorporation,
Bylaws, Directors and Officers

2.01 Articles of Incorporation.

(a) The Articles of Incorporation of BIG FIVE [Florida], as in effect on the date hereof, shall on and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Corporation until changed or amended by law.

(b) In addition to the activity or business permitted under BIG FIVE [Florida]'s Certificate of Incorporation, the Surviving Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

(c) The Surviving Corporation shall have a perpetual existence unless dissolved according to law as provided in BIG FIVE [Florida]'s Articles of Incorporation.

(d) The principal place of business of BIG FIVE [Florida], the Surviving Corporation, shall be 1551 SE Palm Court, Stuart, FL 34994, with the privilege of having branch offices at other places within or without the State of Florida.

(e) The present directors of BIG FIVE [Florida], the Surviving Corporation, and street address are as follows, to wit:

Mahendra Sanghrajka
1551 SE Palm Court
Stuart, FL 34994

Usha Sanghrajka
1551 SE Palm Court
Stuart, FL 34994

2.02 Bylaws. The Bylaws of BIG FIVE [Florida] as in effect on the date hereof shall on and after the Effective Date be and continue to be the Bylaws of the Surviving Corporation until changed or amended as therein provided.

2.03 Directors. The directors of BIG FIVE [Florida] on and as of the Effective Date shall continue to be the Directors of the Surviving Corporation until their successors shall have been elected in accordance with the Bylaws of the Surviving Corporation and shall have duly qualified.

2.04 Officers. The officers of BIG FIVE [Florida] on and as of the Effective Date shall continue to be the officers of the Surviving Corporation until their successors shall have been elected or appointed in accordance with the Bylaws of the Surviving Corporation and shall have duly qualified.

2.05 Vacancies. If on the Effective Date a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation by reason of death or inability to act or for any other

reason, such vacancy shall be filled in the manner provided for in the Bylaws of the Surviving Corporation.

ARTICLE III

Manner of Converting Shares and Converting the Rights to Acquire Shares

The authorized capital of BIG FIVE [Florida] on the Effective Date shall be unaffected by the merger. The manner and basis of converting the shares and rights to acquire shares of BIG FIVE [New York] upon consummation of this merger transaction shall be as follows:

3.01 Cancellation of Shares in the Merger.

(a) On the Effective Date, all shares of stock of BIG FIVE [New York], then issued and outstanding and all rights in respect thereof shall, without any action on the part of the Shareholder, be completely cancelled. The shares of capital stock of the Surviving Corporation therefor issued and outstanding shall remain unchanged upon the Effective Date.

(b) On the Effective Date, each holder of an outstanding certificate or certificates which immediately prior represented shares of BIG FIVE [New York] shall surrender the same to the Surviving Corporation.

ARTICLE IV

Approval and Effective Date

4.01 Approval of Shareholders. Prior to the Closing Date, as defined in Article 7, this Agreement and Plan of Merger shall be submitted to the Shareholders of each of the Constituent Corporations as provided by the laws of the State of Florida, the laws of the State of New York and the certificates of incorporation of each corporation, at a meeting which shall be held on December 15, 2001, or such later date as the Board of Directors of the Constituent Corporations shall mutually approve.

4.02 Effective Date. This Agreement shall become effective on December 31, 2001. The provisions of the law of the State of New York concerning filing of Article of Merger shall be complied with as soon as reasonably practicable after filing the Articles of Merger with the State of Florida.

ARTICLE V

Effect of Merger

On the Effective Date, the Surviving Corporation, without further action, shall succeed to and shall possess and enjoy all of the rights, privileges, immunities, powers, purposes and franchises, both of a public and private nature, and be subject to all restrictions, disabilities, and duties of BIG FIVE [New York]; and all property, real, personal and mixed, and all debts due to BIG FIVE [New York] on whatever account, including stock subscriptions, causes of action and every other asset of BIG FIVE [New York] shall be vested in the Surviving Corporation as effectually as they were vested in BIG FIVE [New York]; and all property, rights, privileges, powers and franchises, and all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of BIG FIVE [New York]; and the title to any real estate and to any other property, whether by deed or otherwise, under the laws of the State of Florida or of any other jurisdiction, vested in BIG FIVE [New York], shall

not revert or be in any way impaired by reason of the merger or the statutes provided therefor; provided, however, that all rights of creditors and all liens upon the property of BIG FIVE [New York] shall be preserved unimpaired, and all debts, liabilities, obligations, penalties and duties of BIG FIVE [New York] shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if they had been incurred or contracted by it. No liability or obligation due or to become due, claim or demand for any cause existing against BIG FIVE [New York], or any officer or director thereof or any Shareholder shall abate or be discontinued by the merger, but may be enforced, prosecuted, settled or compromised as if the merger had not occurred, or the Surviving Corporation may be substituted in such action or special proceeding in place of BIG FIVE [New York].

On the Effective Date, the assets, liabilities, reserves and accounts of BIG FIVE [New York] shall be taken upon the books of the Surviving Corporation at the amounts at which they shall then be carried on the books of BIG FIVE [New York], subject to such adjustments or eliminations as may be appropriate in giving effect to the merger. The surplus of BIG FIVE [New York] shall become the surplus of the Surviving Corporation.

All corporate acts, plans, policies, approvals and authorizations of BIG FIVE [New York], its Shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes on and as of the Effective Date as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same with respect to BIG FIVE [New York]. The employees and agents of BIG FIVE [New York] immediately prior to the Effective Date shall become the employees and agents of the Surviving corporation on and as of the Effective Date and shall become entitled to the same rights and benefits which they enjoyed as employees and agents of BIG FIVE [New York].

At any time, or from time to time, after the Effective Date, the last acting officers of BIG FIVE [New York] or the corresponding officers of the Surviving Corporation shall, in the name of BIG FIVE [New York], execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all of BIG FIVE [New York]'s property, rights, privileges, immunities, powers, purposes and franchises, and otherwise to carry out the purposes of this Agreement.

ARTICLE VI

Expenses

All expenses incurred by or on behalf of the parties hereto in connection with the authorization, preparation and consummation of this Agreement, including without limitation, all fees and expenses of agents, representatives, counsel and accountants employed by the parties hereto in connection with the authorization, preparation, execution and consummation of this Agreement shall be borne solely by the party who shall have incurred the same.

ARTICLE VII

Closing

The closing shall take place at the corporate offices of Big Five Tours and Expeditions, Inc., 1551 SE Palm Court, Stuart, FL 34994, or such other place mutually agreeable to the parties, on December 28, 2001. The date fixed in accordance with the provisions of this Section is hereinafter called the "Closing Date." The Constituent Corporations will cause this Agreement, duly executed, certified and

acknowledged, to be filed with the Department of State of the State of Florida in accordance with its law.

ARTICLE VIII

General Provisions

8.01 Amendment. The parties hereto may, by written agreement, amend this Agreement and Plan of Merger.

8.02 Counterparts. This Agreement and Plan of Merger may be executed simultaneously or otherwise in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

8.03 Termination. This Agreement and Plan of Merger shall terminate on January 31, 2002, if the closing hereunder shall not have occurred by such date.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused these Agreement and Plan of Merger to be executed in its name by its President and attested by its Secretary and each of the Constituent Corporations has caused its corporate seal to be hereunder affixed, all as of the day and year first above written.

(Corporate Seal)



BIG FIVE TOURS LTD., a New York corporation

By: _____

Mahendra Sanghrajka, President

Attest: _____

Usha Sanghrajka, Secretary

(Corporate Seal)



BIG FIVE TOURS AND EXPEDITIONS, INC., a
Florida corporation

By: _____

Mahendra Sanghrajka, President

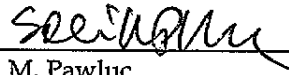
Attest: _____

Usha Sanghrajka, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 27th day of December, 2001, by MAHENDRA SANGHRAJKA and USHA SANGHRAJKA, as President and Secretary, respectively, of BIG FIVE TOURS LTD., a New York corporation, by and on behalf of the corporation, and who executed the foregoing Agreement and Plan of Merger before me and acknowledged the said Agreement to be their act

and deed and the act and deed of the corporation and the facts stated therein are true. Each is personally known to me.



Sonia M. Pawluc
Notary Public, State of Florida
Commission #DD008782

My commission expires:



STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared MAHENDRA SANGHRAJKA and USHA SANGHRAJKA, President and Secretary, respectively, of BIG FIVE TOURS AND EXPEDITIONS, INC., a Florida corporation, who are to me well known to be the persons described in and who subscribed the above Agreement and Plan of Merger, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Stuart, in said County and State, this 27th day of December, 2001.



Sonia M. Pawluc
Notary Public, State of Florida
Commission #DD008782

My commission expires:

