

03/02/98 MON 09:45 FAX 813 229 1447

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02/27/98 FRI 14:41 FAX 813 229 1447

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P97000061218

FAX REPORT

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2/27/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: RUDNICK & WOLFE
CONTACT: JUDITH E COVEY
PHONE: (813)229-2111

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: FLORIDA VACATION STATION, INC.

AUDIT NUMBER.....H98000003968

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 2

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Merger

3/2/98

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ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN RESORT MARKETING, INC., a Florida corporation, P94000093823

INTO

FLORIDA VACATION STATION, INC., a Florida corporation, P97000061218

File date: March 2, 1998

Corporate Specialist: Darlene Connell

02/27/98 FRI 14:41 FAX 813 229 1447

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2/27/98

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**ARTICLES OF MERGER
OF
AMERICAN RESORT MARKETING, INC.
INTO
FLORIDA VACATION STATION, INC.**

Pursuant to Sections 607.1103 and 607.1105, of the Florida Business Corporation Act (the "Act"), AMERICAN RESORT MARKETING, INC., a Florida corporation, document number P94000093823 ("ARM") and FLORIDA VACATION STATION, INC., a Florida corporation, document number P97000061218 (the "FVS"), adopt the following Articles of Merger merging ARM into FVS:

**ARTICLE 1
PLAN AND AGREEMENT OF MERGER**

The Plan and Agreement of Merger (the "Plan") is attached to and made a part of these Articles of Merger.

**ARTICLE 2
EFFECTIVE DATE**

The Effective Date of the Merger is the date of filing these Articles of Merger with the Florida Department of State.

**ARTICLE 3
SHAREHOLDER APPROVAL OF PLAN**

The sole director and a majority of the shareholders of ARM approved the Plan by written action in lieu of meeting as of February 23, 1998, in accordance with Sections 607.0704 and 607.0821 of the Act. The sole shareholder and sole director of FVS approved the Plan by written action in lieu of meeting as of February 23, 1998, in accordance with Sections 607.0704 and 607.0821 of the Act.

Dated this 23rd day of February, 1998.

AMERICAN RESORT MARKETING
INC., a Florida corporation

By: _____

Deborah L. Linden, President

FLORIDA VACATION STATION, INC.
a Florida Corporation

By: _____

Deborah L. Linden, President

Prepared by: David A. Beyer
Florida Bar No. 0349844
Rudnick & Wolfe
101 E. Kennedy Boulevard, Suite 2000
Tampa, Florida 33602
(813) 229-2111

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**PLAN AND AGREEMENT OF MERGER
MERGING
AMERICAN RESORT MARKETING, INC.
a Florida corporation
INTO
FLORIDA VACATION STATION, INC.
a Florida corporation**

THIS PLAN AND AGREEMENT OF MERGER (the "Plan") is adopted February 23, 1997, by AMERICAN RESORT MARKETING, INC., a Florida corporation ("ARM") and FLORIDA VACATION STATION, INC., ("FVS"). ARM and FVS are sometimes referred to as the "Corporations" or a "Corporation."

BACKGROUND INFORMATION:

The Shareholders and Directors of the Corporations deem it advisable to merge ARM into FVS on the terms described in the Plan and in accordance with the Florida Business Corporation Act (the "Act").

OPERATIVE TERMS:

1. **Merger:** ARM will be merged into FVS. Thus, after the merger, ARM and FVS will consist solely of FVS, a single corporation. FVS will survive and continue after the merger. The separate existence of ARM will cease on the Effective Date of the Merger. The Articles of Incorporation and Bylaws of FVS will remain in effect and will not be changed as a result of the merger. All assets and liabilities of ARM will become automatically, by operation of law, assets and liabilities of FVS.
2. **Effective Date:** The merger will become effective on the date of filing of Articles of Merger with the Florida Department of State (the "Effective Date").
3. **Authorized Capital:** The authorized capital stock of FVS following the Effective Date will be 1,000 shares of common stock, \$1.00 par value, unless and until changed in accordance with the Act.
4. **Conversion of Stock:** Upon the Effective Date, each shareholder of ARM will be paid \$1.00 for each share of ARM stock owned and the issued and outstanding shares of common stock of ARM and all rights in respect thereof will be cancelled. On the Effective Date, the issued and outstanding shares of FVS immediately prior to the Effective Date will continue to be all of the issued and outstanding common stock of FVS.
5. **Further Assurance of Title:** If at any time FVS considers or is advised that any acknowledgments or assurance in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to FVS any right, title, or interest of ARM held immediately prior to the Effective Date, FVS and its proper officers and directors may sign and deliver all such acknowledgments or assurance in law and of all things necessary or proper to acknowledge or confirm such right, title or interest in FVS as may be necessary to carry out the purpose of this Plan and FVS and its proper officers and directors are fully authorized to take any and all such action in the name of ARM or otherwise.

Intending to be bound, the parties sign below:

AMERICAN RESORT MARKETING
INC., a Florida corporation

By: 

Deborah L. Linden, President

FLORIDA VACATION STATION, INC.
a Florida Corporation

By: 

Deborah L. Linden, President

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