

Division of Corporations

P97000069564 Page of

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

VISTANA WEST, INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS

merger
12/30/99

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ARTICLES OF MERGER
Merger Sheet

MERGING:

THE SUCCESS COMPANIES, INC.,
SUCCESS WEST COMMUNICATIONS, INC., and
DATA MARKETING ASSOCIATES, INC., all three Nevada corporations not
authorized to transact business in the State of Florida

INTO

VISTANA WEST, INC., a Florida entity, P97000069564

File date: December 30, 1999

Corporate Specialist: Darlene Connell

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FILED
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**ARTICLES OF MERGER OF
THE SUCCESS COMPANIES, INC., A NEVADA CORPORATION,
SUCCESS WEST COMMUNICATIONS, INC., A NEVADA CORPORATION,
AND DATA MARKETING ASSOCIATES, INC., A NEVADA CORPORATION,
WITH AND INTO
VISTANA WEST, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of The Success Companies, Inc., a Nevada corporation ("Success"), Success West Communications, Inc., a Nevada corporation ("Success West") and Data Marketing Associates, Inc., a Nevada corporation ("Data") (Success, Success West and Data shall be collectively referred to as the "Merging Corporations") with and into Vistana West, Inc., a Florida corporation ("Vistana") with Vistana as the surviving corporation, is set forth in the Plan of Merger attached hereto as Exhibit A and incorporated herein by reference.

ARTICLE II - ADOPTION OF PLAN OF MERGER

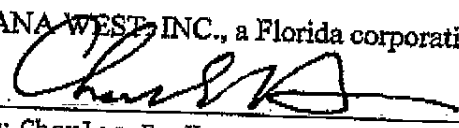
The Plan of Merger was approved by the sole Shareholder and by the Directors of Vistana by resolutions adopted on the 28th day of December, 1999, and was approved by the sole Shareholder and by the Directors of each of the Merging Corporations by resolutions adopted on the 28th day of December, 1999.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the merger shall be the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

Dated this 28th day of December, 1999.

VISTANA WEST, INC., a Florida corporation

By: 

Its: Charles E. Harris, Sr. Vice President

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THE SUCCESS COMPANIES, INC., a Nevada
corporation

By: 
Its: Charles E. Harris, Sr. Vice President

SUCCESS WEST COMMUNICATIONS, INC., a
Nevada corporation

By: 
Its: Charles E. Harris, Sr. Vice President

DATA MARKETING ASSOCIATES, INC., a
Nevada corporation

By: 
Its: Charles E. Harris, Sr. Vice President

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EXHIBIT "A"

**PLAN OF MERGER OF
THE SUCCESS COMPANIES, INC., A NEVADA CORPORATION,
SUCCESS WEST COMMUNICATIONS, INC., A NEVADA CORPORATION,
AND DATA MARKETING ASSOCIATES, INC., A NEVADA CORPORATION,
WITH AND INTO
VISTANA WEST, INC., A FLORIDA CORPORATION**

1. THE SUCCESS COMPANIES, INC., a Nevada corporation ("Success"), SUCCESS WEST COMMUNICATIONS, INC., a Nevada corporation ("Success West") and DATA MARKETING ASSOCIATES, INC., a Nevada corporation ("Data") (Success, Success West and Data shall be collectively referred to as the "Merging Corporations") shall merge with and into VISTANA WEST, INC., a Florida corporation ("Vistana") with Vistana as the surviving corporation.
2. Upon the consummation of the merger of the Merging Corporations with and into Vistana, the separate existence of the Merging Corporations shall cease. Vistana, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Vistana shall not be affected by the merger and upon the merger, Vistana, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Merging Corporations prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Merging Corporations shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Merging Corporations shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Merging Corporations shall henceforth attach to Vistana and may be enforced against Vistana to the same extent as if such obligations and duties had been incurred by Vistana. Additionally, any existing claim or action or proceeding pending by or against the Merging Corporations or Vistana may be continued as if the merger did not occur or Vistana may be substituted in such proceedings for the Merging Corporations.
3. The manner and basis of converting the shares of the Merging Corporations and Vistana into shares of Vistana are as follows:

As of the effective date of the merger, each share of the common stock, no par value per share, of the Merging Corporations issued and outstanding immediately prior to the effective date of the merger shall be canceled. Each share of the Merging Corporations' stock that is held by the Merging Corporations as treasury stock shall be canceled and retired. Additionally, each share of the

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common stock of Vistana, \$0.01 par value per share, issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

4. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

5. This Plan of Merger may be abandoned at any time prior to the effective date of the merger by action of the Boards of Directors of either the Merging Corporations or Vistana.

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