



THE UNITED STATES  
CORPORATION  
COMPANY

P98000105336

ACCOUNT NO. : 072100000032

REFERENCE : 119186 4612066

AUTHORIZATION

Patricia Pigott

COST LIMIT : \$ 113.75

ORDER DATE : February 1, 1999

ORDER TIME : 2:50 PM

ORDER NO. : 119186-005

CUSTOMER NO: 4612066

CUSTOMER: Ms. Melissa Siesel  
Greenberg, Traurig, Hoffman,  
515 East Las Olas Blvd.  
Ste. 1500  
Ft. Lauderdale, FL 33301

300002761073--9

ARTICLES OF MERGER

LIFESTYLE VACATION INCENTIVES,  
INC., ALL SEASONS SMART  
TRAVELER, INC.

INTO

LIFESTYLE ACQUISITION CORP.

FILED  
89 FEB - 1 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
89 FEB - 1 PM 3:56  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Joe 2/2

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ALL SEASONS SMART TRAVELER, INC., a Florida corporation, P94000055581  
LIFESTYLE VACATION INCENTIVES, INC., a Florida corporation, L76081

INTO

LIFESTYLE ACQUISITION CORP. which changed its name to  
**LIFESTYLE VACATION INCENTIVES, INC.,** a Florida corporation,  
P98000105336

File date: February 1, 1999

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 113.75

**ARTICLES OF MERGER  
OF  
LIFESTYLE VACATION INCENTIVES, INC., a Florida corporation  
AND  
ALL SEASONS SMART TRAVELER, INC., a Florida corporation  
INTO  
LIFESTYLE ACQUISITION CORP., a Florida corporation**

**FILE**  
99 FEB -1 PM 4:1  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 and Section 607.1105 of the Florida Business Corporation Act, **LIFESTYLE VACATION INCENTIVES, INC.**, a Florida corporation ("Lifestyle"), **ALL SEASONS SMART TRAVELER, INC.**, a Florida corporation ("Seasons", and together with Lifestyle, the "Acquired Corporations"), and **LIFESTYLE ACQUISITION CORP.**, a Florida corporation ("Acquisition" or the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Acquired Corporations with and into the Surviving Corporation (the "Merger"). All of the outstanding shares of common stock of Acquisition are held by Travel Services International, Inc., a Florida corporation ("Parent"). The Parent, Acquisition, the Acquired Corporations and the shareholders of the Acquired Corporations are parties to a Merger Agreement dated January 30, 1999 (the "Merger Agreement") pursuant to which the parties have prepared and caused to be filed these Articles of Merger.

**FIRST:** The plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 607.1101 of the Florida Business Corporation Act (the "FBCA"), is as set forth in these Articles of Merger, including Exhibit A hereto, which Exhibit is incorporated herein and constitutes part of these Articles of Merger.

**SECOND:** The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time,

by virtue of the Merger and without any action on the part of the Acquired Corporations, Acquisition or Parent, (i) each of the Acquired Corporations shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation of the Merger and the separate existence of each of the Acquired Corporations shall thereupon cease, and (ii) all of the shares of capital stock of each of the Acquired Corporations outstanding immediately prior to the Effective Time shall be converted at the Effective Time into the right to receive (a) an aggregate number of shares of common stock, par value \$.01 per share, of Parent as set forth in Exhibit A hereto (the "Parent Shares"), and (b) an aggregate cash payment in the amount as provided in Exhibit A hereto, and such Parent Shares and cash shall be allocated among the shareholders of the Acquired Corporations as provided in Exhibit A hereto. The Merger shall have the effects set forth in Section 607.1106 of the FBCA, and all property, rights, privileges, policies and franchises of each of the Acquired Corporations and Acquisition shall vest in the Surviving Corporation and all debts, liabilities and duties of each of the Acquired Corporations and Acquisition shall become the debts, liabilities and duties of the Surviving Corporation.

**THIRD:** The Articles of Incorporation of Acquisition as in effect immediately prior to the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation upon and following the Effective Time until thereafter amended in accordance with applicable law; provided, however, that the name of the Surviving Corporation as set forth in Article I of the Surviving Corporation's Articles of Incorporation shall be and hereby is changed to "Lifestyle Vacation Incentives, Inc.", and such Article I is hereby amended accordingly.

**FOURTH:** The Bylaws of Acquisition as in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation upon and following the Effective Time, until thereafter amended in accordance with applicable law.

**FIFTH:** The officers and directors of Acquisition immediately prior to the Effective Time shall continue to be the officers and directors of the Surviving Corporation from and after the Effective Time, each continuing to hold his same respective position(s) as a director and/or officer of the Surviving Corporation, other than the election of John J. Finn, Jr. as President, until their respective successors are duly elected and qualified.

**SIXTH:** The Plan of Merger was approved by the Board of Directors and the sole shareholder of Acquisition as of January 29, 1999, and by the respective Boards of Directors and shareholders of each of the Acquired Corporations as of January 29, 1999.

IN WITNESS WHEREOF, each of Acquisition and the Acquired Corporations have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, on this 1st day of February, 1999.

**LIFESTYLE ACQUISITION CORP.**

By: Jill M. Vales  
Name: Jill M. Vales  
Title: President and Treasurer

**LIFESTYLE VACATION INCENTIVES, INC. .**

By: John J. Finn  
Name: John J. Finn  
Title: President and Chief Executive Officer

**ALL SEASONS SMART TRAVELER, INC.**

By: John J. Finn  
Name: John J. Finn  
Title: President and Chief Executive Officer

**EXHIBIT A****Conversion of Shares**

At the Effective Time, pursuant to these Articles of Merger and the Merger Agreement, the outstanding shares of capital stock of each of the Acquired Corporations shall be converted into (a) an aggregate of 248,608 Parent Shares and an aggregate cash payment of Six Million Two Hundred Fifty Thousand Dollars (\$6,250,000) to be thereupon issued, delivered and paid, and the shareholders of the Acquired Corporations shall have the right to receive such respective portions of such Parent Shares and cash as set forth below, and (b) following the Effective Time, such shareholders of the Acquired Corporations shall have the right to receive certain additional Parent Shares and cash as provided and subject to the conditions set forth in the Merger Agreement.

**Consideration Payable At Effective Time**

<u>Shareholders of Acquired Corporations</u>	<u>Number of Parent Shares</u>	<u>Cash Payment</u>
John J. Finn	139,500	\$5,000,000
David Shaw	49,708	\$1,250,000
John J. Finn, III	19,800	\$ -
Kathleen Cooper	19,800	\$ -
Michael Finn	19,800	\$ -
<u>Total:</u>	248,608	\$6,250,000