

P99000043565

CT CORPORATION SYSTEM

CORPORATION(S) NAME

American Vacation Resorts, Inc. (DE)

merging: American Vacation Resorts, Inc. (FL)

FILED
2002 JAN 25 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 JAN 25 AM 11:26
TALLAHASSEE, FLORIDA

Name _____
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Examiner _____
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Verifier _____
W.P. Verifier _____

1/25/02

Order#: 5077080

500004798365--0

-01/25/02--01071--001

*****70.00 *****70.00

Ref#:

500004798365--0

-01/25/02--01071--002

Amount: \$ *****8.75 *****8.75

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

G. Coulliette JAN 25 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN VACATION RESORTS, INC. a Florida corporation, P99000043565

INTO

AMERICAN VACATION RESORTS, INC.. a Delaware entity not qualified in
Florida

File date: January 25, 2002

Corporate Specialist: Cheryl Coulliette

AMERICAN VACATION RESORTS, INC.

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105 F.S.

First: The name and jurisdiction of the **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
American Vacation Resorts, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
American Vacation Resorts, Inc.	Florida

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Third: The purpose of this merger is to effect the reincorporation of American Vacation Resorts, Inc., a Florida corporation, in the State of Delaware.

Fourth: The Plan of Merger is attached as **Exhibit A**.

Fifth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

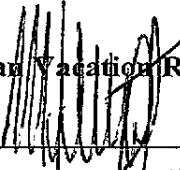
Sixth: Adoption of Merger by **surviving** corporation –
The Plan of Merger was adopted by the shareholders of the surviving corporation on November 23, 2001.

Seventh: Adoption of Merger by **merging** corporation –
The Plan of Merger was adopted by the shareholders of the merging corporation on November 23, 2001.

(signature page follows)

Signature of Surviving Corporation

American Vacation Resorts, Inc., a Delaware corporation

By:  _____

Printed Name: Malcolm J. Wright

Title: Chief Executive Officer

Signature of Merging Corporation

American Vacation Resorts, Inc., a Florida corporation

By:  _____

Printed Name: Malcolm J. Wright

Title: Chief Executive Officer

Exhibit A
Agreement of Merger

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated ^{12th} ~~this~~ ^{30th} day of November, 2001, pursuant to Section 252 of the General Corporation Law of Delaware and the applicable laws of the State of Florida, between American Vacation Resorts, Inc., a Delaware corporation ("AVRDE") and American Vacation Resorts, Inc., a Florida corporation ("AVRFL").

WITNESSETH that:

WHEREAS, the Board of Directors of AVRFL has determined that, for the purposes of effecting the reincorporation of AVRFL in the State of Delaware, it is advisable and in the best interests of AVRFL that AVRFL merge with and into AVRDE upon the terms and conditions herein provided.

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: AVRDE hereby merges into itself AVRFL and said AVRFL shall be and hereby merged into AVRDE, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of AVRDE, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be changed and converted into one share of common stock of the surviving corporation.

(c) After the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporation purposes as evidencing the ownership

of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretaries of State of Delaware and Florida. However, for all accounting purposes the effective date of the merger shall be as of midnight December 31, 2001.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporations as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: This Agreement constitutes a plan of reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and corresponding provisions of Florida tax law.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of the constituent corporations at any time prior to the time that this merger filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the

stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on this 16th day of January, 2002.

American Vacation Resorts, Inc., a Delaware corporation

By: 
Malcolm J. Wright, President

American Vacation Resorts, Inc., a ^{Florida}~~California~~ corporation

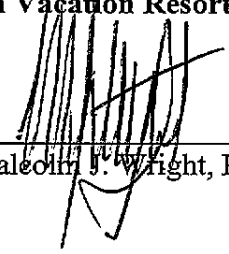
By: 
Malcolm J. Wright, President

Exhibit A – Secretary's Certificate

I, Kathleen A Cormier, Secretary of American Vacation Resorts, Inc., a corporation organized and existing under the laws of the State of Delaware ("AVRDE"), hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of American Vacation Resorts, Inc., a corporation of the State of Florida ("AVRFL"), was duly adopted pursuant to section 228 of the General Corporation Law of Delaware by the unanimous written consent of the stockholder holding all shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of said AVRDE, and duly adopted agreement and act of the said corporation.

WITNESS my hand on this 16th day of January, 2002.

Signature: Kathleen A Cormier
Kathleen A. Cormier, Secretary