

Filing Fee: See Instructions

ID Number: 32298



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO
America Travel, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include America Travel, Inc. and Festive Tours, Ltd.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is America Travel, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing December 31, 2008

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

Handwritten stamps and signatures including 'FILED', 'DEC 18 2008', 'By AMF', and '76325'.

- b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.
- i) The name of the subsidiary corporation is \_\_\_\_\_
- ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) \_\_\_\_\_

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- \_\_\_\_\_
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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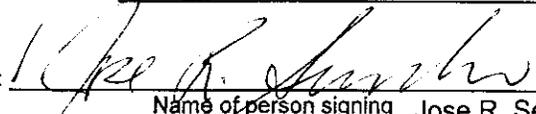
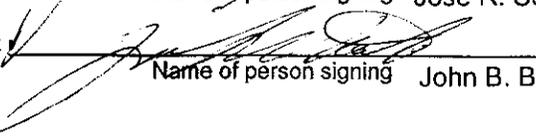
**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

America Travel, Inc.

\_\_\_\_\_

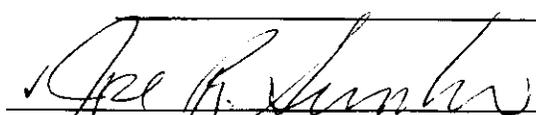
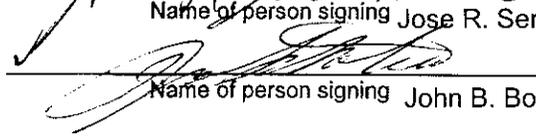
Print Entity Name

By: 	_____	President
Name of person signing	Jose R. Serodio	Title of person signing
By: 	_____	Treasurer
Name of person signing	John B. Botelho	Title of person signing

Festive Tours, Ltd.

\_\_\_\_\_

Print Entity Name

By: 	_____	President
Name of person signing	Jose R. Serodio	Title of person signing
By: 	_____	Treasurer
Name of person signing	John B. Botelho	Title of person signing

## PLAN OF MERGER

This PLAN OF MERGER (Plan of Merger"), dated this 1/8 th day of December, 2008 by and between Festive Tours, Ltd., Inc. a Rhode Island Corporation and America Travel, Inc., a Rhode Island Corporation, are hereinafter collectively referred to as the "Constituent Corporations."

This Plan of Merger is being entered into pursuant to R.I.G.L. Sec. 7-16-60 and 7-1.2-1002.

NOW, THEREFORE, in consideration of the premises and the representations contained herein, the parties hereto, intending to be legally bound hereby, agree as follows:

### ARTICLE I

#### THE MERGER

Section 1.1. THE MERGER. Festive Tours, Ltd. shall be merged with and into America Travel, Inc. and a separate corporate existence of Festive Tours, Ltd. shall cease. America Travel, Inc. shall be the Surviving Corporation and shall continue its corporate existence under the laws of the State of Rhode Island. The name of the Surviving Corporation shall be America Travel, Inc.

Section 1.2. CERTIFICATE OF INCORPORATION AND BY-LAWS. The Certificate of Incorporation of America Travel, Inc. will not be amended nor shall the By-Laws of the Surviving Corporation.

Section 1.3. OFFICERS. The Officers of the Surviving Corporation shall be the Officers at the Effective Time of the merger.

Section 1.4. EFFECTIVE TIME. On December 31, 2008, after the filing of the Articles of Merger with the Rhode Island Secretary of State, the merger shall become effective. The Surviving Corporation shall be America Travel, Inc.

### ARTICLE II

#### STOCK

Section 2.1 Each share of stock of Festive Tours, Ltd. shall be merged into the surviving corporation .5 shs to each share of the surviving corporation.

### ARTICLE III

#### GOVERNING LAW

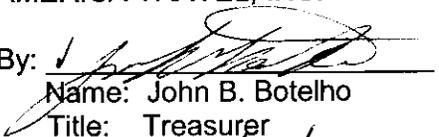
Section 3.1 The Plan of Merger shall be governed by the laws of the State of Rhode Island.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed by their respective officers thereunto duly authorized as of the first date written above

FESTIVE TOURS, LTD.

By:   
Name: Jose R. Serodio  
Title: President  
Date: 12/18/08

AMERICA TRAVEL, INC.

By:   
Name: John B. Botelho  
Title: Treasurer  
Date: 12/18/08