

State of Idaho

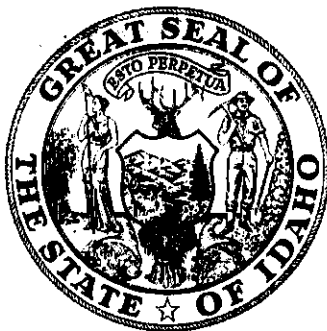
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of FOXFIRE TRAVEL, INC., an Idaho corporation, into MURDOCK TRAVEL, INC., a Utah corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of Merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: January 6, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

ARTICLES OF MERGER
OF
MURDOCK TRAVEL, INC.
AND
FOXFIRE TRAVEL, INC.

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Pursuant to the provisions of Idaho Code Annotated, Sections 30-1-75, 77, Murdock Travel, Inc., a Utah Corporation, adopts the following Articles of Merger for the purpose of merging Foxfire Travel, Inc., an Idaho Corporation and wholly owned subsidiary of Murdock Travel, Inc., with and into Murdock Travel, Inc., a Utah Corporation registered and authorized to do business in the State of Idaho.

ARTICLE I
PLAN OF MERGER

The following plan of merger was approved by resolution of the Board of Directors of Murdock Travel, Inc. in the manner prescribed by the Idaho and Utah Business Corporations Act:

1. Merging Subsidiary and Surviving Corporations. Foxfire Travel, Inc., shall be the Merging Subsidiary Corporation and be merged with and into Murdock Travel, Inc., the Surviving Corporation and owner of 100% of all shares of all classes of stock of the Merging Subsidiary Corporation; the separate existence of the Merging Subsidiary Corporation shall cease; the two merging

corporations shall become a single corporation and shall continue to be named "Murdock Travel, Inc." which shall be the Surviving Corporation.

2. Conversion of Shares of Merging Subsidiary. All shares of all classes of stock of the Merging Subsidiary Corporation which are issued and outstanding on the effective date of the statutory merger shall be surrendered and cancelled and no shares of the Surviving Corporation's stock shall be issued in respect thereof. Any shares of any class of stock of the Merging Subsidiary Corporation which are then unissued or held in its treasury shall be cancelled and retired, and no shares of the Surviving Corporation's stock shall be issued in respect thereof.

Each share of the Surviving Corporation's stock which is issued and outstanding or held in its treasury immediately prior to the effective date of the statutory merger shall continue to be one fully paid and nonassessable share of the Surviving Corporation's stock.

ARTICLE II

SURVIVING CORPORATION

1. Articles of Incorporation/Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation shall remain unaffected by this merger.

2. Officers and Directors. The directors and officers of the Surviving Corporation, immediately prior to the effective date of the statutory merger, shall remain unchanged by the merger.

ARTICLE III

SHARES OF SUBSIDIARY CORPORATION

The total number of outstanding shares in all classes of stock of the Merging Subsidiary Corporation is 300 shares of voting common stock, of which 300 shares, or 100% are owned by the Surviving Corporation.

Pursuant to Idaho Code Annotated, Section 30-1-75, no vote or approval of the shareholders of either the Merging Subsidiary or the Surviving Corporation is required inasmuch as 100% of the outstanding shares of the Merging Subsidiary Corporation is owned by the Surviving Corporation.

ARTICLE IV

MAILING OF PLAN OF MERGER TO SHAREHOLDERS OF SUBSIDIARY

A copy of the Plan of Merger of Murdock Travel, Inc. and Foxfire Travel, Inc., as approved by resolution of the Board of Directors of Murdock Travel, Inc. was mailed to all shareholders of record of the Merging Subsidiary Corporation on the 28th day of August, 1991.

ARTICLE V

AGREEMENT UNDER 30-1-77(b)

Pursuant to Idaho Code Annotated, Section 30-1-77(b), the Surviving Corporation agrees that it may be served with process in the State of Idaho for the enforcement of any obligation of the Merging Subsidiary Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such

Merging Subsidiary Corporation against the Surviving Corporation. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Idaho as its agent to accept service of process in any such proceeding. Such appointment is expressly limited to such proceedings described in this Article.

The Surviving Corporation agrees that it will promptly pay to any such dissenting shareholders of the Merging Subsidiary Corporation the amount, if any, to which they shall be entitled under provisions of the Idaho Business Corporations Act with respect to the rights of dissenting shareholders.

Dated this 30th day of September, 1991.

MURDOCK TRAVEL, INC.

By: *Garrett B. Basley*
Its: *Vice President*

By: *Edna H. Dwyer*
Its Secretary

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

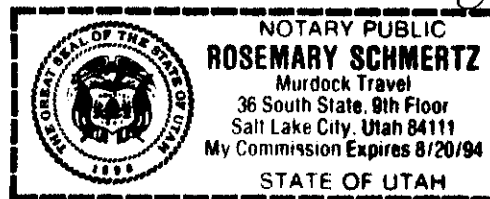
On the 30th day of September, 1991, personally appeared before me Garrett T. Beesley, who, being duly sworn by me, did say that he is the Vice-President of Murdock Travel, Inc., that the statements contained in the above Articles of Merger of Murdock Travel, Inc. and Foxfire Travel, Inc. are true and that said Articles of Merger were signed by him on behalf of said corporation, by authority of the corporation, and said Garrett T. Beesley acknowledged to me that said corporation executed the same.

My Commission Expires:

8/20/94

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

Rosemary Schmertz
NOTARY PUBLIC
Residing at: Salt Lake City



On the 30th day of September, 1991, personally appeared before me Edwin H. Burgoyne, who, being duly sworn by me, did say that he is the Secretary of Murdock Travel, Inc., that the statements contained in the above Articles of Merger of Murdock Travel, Inc. and Foxfire Travel, Inc. are true and that said Articles of Merger were signed by him on behalf of said corporation, by authority of the corporation, and said Edwin H. Burgoyne acknowledged to me that said corporation executed the same.

Rosemary Schmertz
NOTARY PUBLIC
Residing at: Salt Lake City

My Commission Expires:

8/20/94

