

03/06/2007

IN → F50-205-0704

Div.

F070000001159

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Gottaplay Management, Inc.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$78.75

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Florida Dept of State



March 6, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GOTTAPLAY MANAGEMENT, INC.
1731 NW 27TH TERRACE
FT LAUDERDALE, FL 33311

SUBJECT: GOTTAPLAY MANAGEMENT, INC.
REF: F07000001159

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PLEASE REMOVE ONE OF THE DATES UNDER SECTIONS FIFTH AND SIXTH. THE MERGER MUST BE ADOPTED BY EITHER THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER APPROVAL ****OR**** BY THE SHAREHOLDERS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

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ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Gottaplay Management, Inc.	Nevada	E0265822006-9

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Gamershare, Inc.	Florida	P05000142813
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 28, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 28, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation:

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Gottspaly Management, Inc.

John Gorsl, Chief Executive Officer

Gamershare, Inc.

Sidney Pryce, President

לחילת אלהים נא

03/06/2007

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NO. 174 085

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleGottaplay Management, Inc.John Gorat, Chief Executive OfficerGamershare, Inc.Stanley Price, President

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name:

Jurisdiction

Gottaplay Management, Inc.

Nevada

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Gamershare, Inc.

Florida

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

1. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the merger shall be the Articles of Incorporation of the Surviving Corporation.
2. The Bylaws of the Surviving Corporation as in effect immediately prior to the merger shall be the Bylaws of the Surviving Corporation.
3. The directors of the Surviving Corporation in office immediately prior to the merger shall be the directors of the Surviving Corporation.
4. The officers of the Surviving Corporation in office immediately prior to the merger shall be the officers of Surviving Corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

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Fourth. Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Gottaplay Management, Inc. ("Gottaplay") is paying to the stockholder of Gamershare, Inc., (a) \$60,000 and a Non-Contingent Stock Consideration of 220,000 shares of common stock of Gottaplay's parent corporation Gottaplay Interactive, Inc. ("Parent"); and, (b) a Contingent Stock Consideration of up to 170,000 shares of Parent's common stock, in exchange for the stockholder of Gamershare's consent to merge Gamershare with and into Gottaplay. After the merger, Parent will be the sole stockholder of the surviving corporation, Gottaplay Management, Inc.

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