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SECURITY
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EPSTEIN BECKER & GREEN, P.C.

ATTORNEYS AT LAW

RESURGENS PLAZA

945 EAST PACES FERRY ROAD, SUITE 2700

ATLANTA, GA 30326-1380

404.923.9000

FAX: 404.923.9099

EBGLAW.COM

WILLIAM M. POOLE
404.923.9035
WPOOLE@EBGLAW.COM

October 13, 2004

Via Federal Express

Florida Secretary of State
ATTN: Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Hotelbeds USA, Inc., Surviving Corporation

Dear Sir/Madam:

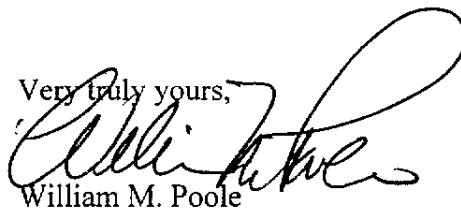
The enclosed Articles of Merger are submitted for filing. Also enclosed is our client's check in the amount of \$78.75 (\$70.00 fee for filing and \$8.75 fee for certified copy of Articles to be returned to the undersigned).

Please return all correspondence concerning this matter to the following:

William M. Poole, Esq.
Epstein Becker & Green, P.C.
945 East Paces Ferry Road
Suite 2700
Atlanta, Georgia 30326

For any further information concerning this matter, please call the undersigned at 404-923-9035.

Very truly yours,



William M. Poole

WMP/ss/Enclosures

**ARTICLES OF MERGER OF
HOTELBEDS USA, INC.
AND
ACCESS USA, INC.**

FILED
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SECRETARY OF
STATE
TALLAHASSEE

I.

The Agreement and Plan of Merger, attached hereto as Exhibit A and incorporated by reference herein, was duly approved and adopted by the Members of the Board of Directors of Hotelbeds USA, Inc., a Florida corporation ("Hotelbeds"), and by the sole member of the Board of Directors of Access USA, Inc., a Florida corporation ("Access USA").

II.

Approval and adoption of the Agreement and Plan of Merger by the shareholder of Hotelbeds were effective as of the 13th day of October, 2004; and approval and adoption of the Agreement and Plan of Merger by the shareholder of Access USA were effective as of the 13th day of October, 2004.

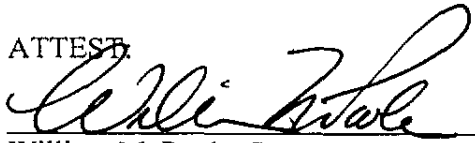
III.

The name of the surviving corporation is Hotelbeds USA, Inc., a Florida corporation.

IV.

Pursuant to the Agreement and Plan of Merger, the merger of Hotelbeds and Access USA shall be effective on the date these Articles of Merger are filed with the Florida Department of State.

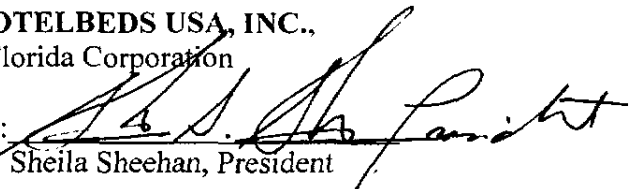
ATTEST:



William M. Poole, Secretary

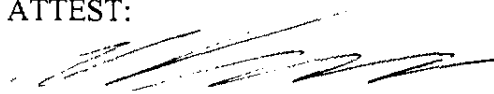
HOTELBEDS USA, INC.,
a Florida Corporation

By:


Sheila Sheehan, President

CORPORATE SEAL

ATTEST:



Secretary

CORPORATE SEAL

ACCESS USA, INC.,
a Florida Corporation

By:


Sheila Sheehan, President

**AGREEMENT AND PLAN OF MERGER OF
ACCESS USA, INC.,
A FLORIDA CORPORATION
WITH AND INTO
HOTELBEDS USA, INC.,
A FLORIDA CORPORATION**

This Agreement and Plan of Merger (the "Agreement") is made and entered into as of this 13th day of October, 2004, by and between Hotelbeds USA, Inc., a Florida corporation ("Hotelbeds"), and Access USA, Inc., a Florida corporation ("Access USA") (Hotelbeds and Access USA being hereinafter, from time to time, collectively referred to as the "Constituent Corporations").

WITNESSETH

WHEREAS, Access USA is a corporation organized under the laws of the State of Florida, with its principal office therein located at 7083 Grand National Drive, Suite 102, Orlando, Florida 32819; and

WHEREAS, Access USA has authorized capital stock consisting of: 10,000,000 shares of common stock, \$.001 par value, ("Access USA Common Stock"), of which 1,000,000 shares are issued and outstanding; and 9,000,000 shares are held in the treasury; and

WHEREAS, Hotelbeds is a corporation organized under the laws of the State of Florida with its principal office therein located at 7083 Grand National Drive, Suite 102, Orlando, Florida 32819; and

WHEREAS, the laws of the States of Florida permit a merger of the Constituent Corporations;

WHEREAS, the Boards of Directors of each of the Constituent Corporations have determined that it is advisable and for the benefit of each of the Constituent Corporations and their respective shareholders, and the shareholders have accepted such advice, that Access USA be merged with and into Hotelbeds, on the terms and conditions hereinafter set forth, and by resolutions duly adopted have adopted the terms and conditions of this Agreement.

NOW, THEREFORE, BE IT RESOLVED, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the Florida Business Corporation Code (the "Code"), that Access USA shall be and hereby is, at the Effective Date (as hereinafter defined), merged with and into Hotelbeds (Hotelbeds subsequent to such merger being hereinafter, from time to time, referred to as the "Surviving Corporation"), with the corporate existence of the Surviving Corporation to be continued under the name "Hotelbeds USA, Inc.," and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, the manner of converting shares are and shall be as follows:

Section 1

Merger

1.1. On the Effective Date, Access USA shall be merged with and into Hotelbeds, and Hotelbeds shall continue in existence and the merger shall in all respects have the effect provided for in Section 607.1106 of the Florida Business Corporation Code.

1.2. Without limiting the foregoing, on and after the Effective Date, the separate existence of Access USA shall cease, and, in accordance with the terms of this Agreement, the title to all assets owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

1.3. Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of Access USA, the last acting officer of Access USA, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

Section 2

Terms of Transaction

2.1. Upon the Effective Date:

(a) Each share of Access USA Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger, be canceled and retired and cease to exist without any conversion thereof.

(b) Each share of Access USA Common Stock held in the treasury of Access USA immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist without any conversion thereof.

(c) Each share of Hotelbeds Common Stock outstanding and owned of record by its shareholders immediately prior to the Effective Date shall continue to represent one issued share of Common Stock of the Surviving Corporation.

Section 3
Directors and Officers

The persons who are directors and officers of Hotelbeds immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation and shall continue to hold office as provided in the bylaws of the Surviving Corporation.

Section 4
Articles of Incorporation and Bylaws

4.1. From and after the Effective Date, the Articles of Incorporation of Hotelbeds, as in effect at such date, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

4.2. From and after the Effective Date, the bylaws of Hotelbeds, in effect at such date, shall be the bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

Section 5
Shareholder Approval, Effectiveness of Merger

This Merger has been approved and adopted by the shareholders of the Constituent Corporations. If this Agreement is duly authorized and adopted by the written consents of the Board of Directors and the Shareholders of the Constituent Corporations and is not terminated and abandoned pursuant to the provisions of Section 6 hereof, this Agreement shall be executed, and this Agreement, and Articles of Merger incorporating the terms of this Agreement, shall be filed and recorded in accordance with the laws of the States of Florida as soon as practicable after the last approval by such Board of Directors and Shareholders. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for. The merger shall become effective on the date of filing the Articles of Merger with the Florida Department of State (said date is herein referred to as the "Effective Date").

Section 6
Termination

At any time prior to the filing of the Articles of Merger by the Secretary of State of Florida, the Board of Directors of Access USA or Hotelbeds may terminate and abandon this Agreement.

Section 7
Miscellaneous

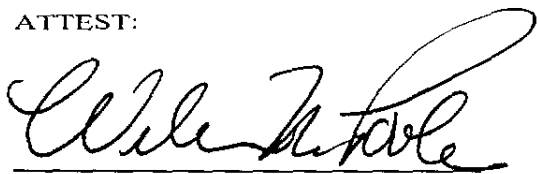
7.1. This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

7.2. This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

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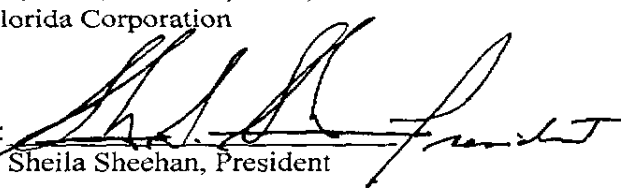
IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date hereinabove first written.

ATTEST:


William M. Poole, Secretary


HOTELBEDS USA, INC.,
a Florida Corporation

By:


Sheila Sheehan, President

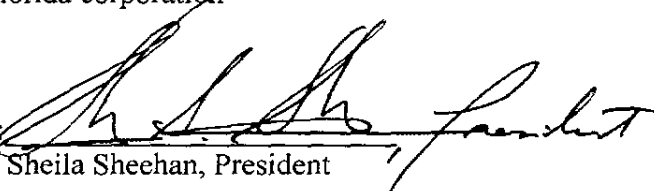
CORPORATE SEAL

ATTEST:


Secretary

ACCESS USA, INC.,
a Florida corporation

By:


Sheila Sheehan, President

CORPORATE SEAL