

P000000080415

FILED
01 JAN 19 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

700003555207--7
-01/19/01--01050--006
*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Intercontinental Gaming Group, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input checked="" type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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01 JAN 19 AM 10:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COULLETTE JAN 19 2001

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERCONTINENTAL GAMING GROUP INCORPORATED, a Delaware
corporation not qualified

INTO

IGGI NETWORKS, INC., a Florida entity, P00000080415

File date: January 19, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF INTERCONTINENTAL GAMING GROUP INCORPORATION,
a Delaware Corporation, into
IGGI NETWORKS, INC., a Florida corporation**

Pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act:

Attached as Exhibit "A" and made a part hereof

2. The date of adoption of the Plan of Merger by the shareholder were:

| <u>Name of Corporation</u> | <u>Date</u> |
|--|------------------|
| Intercontinental Gaming Group Incorporated | October 31, 2000 |
| IGGI Networks, Inc. | October 31, 2000 |

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

| <u>Name of Corporation</u> | <u>Number of Shares Outstanding</u> | <u>Entitled to Designation of Class</u> | <u>Vote as a Class Number of Shares</u> |
|--|---|---|---|
| Intercontinental Gaming Group Incorporated | 45,000,000 - Class A 5,000,000 - Class B | 0 5,000,000 | N/A 5,000,000 |
| IGGI Networks, Inc. | 45,000,000 - Class A 5,000,000 - Class B | 0 1 | N/A 1 |

4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon a

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class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

| <u>Name of Corporation</u> | <u>Total Voted For</u> | <u>Total Voted Against</u> | <u>Class</u> | <u>Number of Share Entitled to Vote as a Class</u> | |
|--|------------------------|----------------------------|--------------|--|----------------------|
| | | | | <u>Voted For</u> | <u>Voted Against</u> |
| Intercontinental Gaming Group Incorporated | 5,000,000 | 0 | B | 5,000,000 | 0 |
| IGGI Networks, Inc. | 1 | 0 | B | 1 | 0 |

Dated: October 31, 2000

INTERCONTINENTAL GAMING GROUP
INCORPORATED

By: _____

Gene B. Griswold
President

IGGI NETWORKS, INC.

By: _____

Gene B. Griswold
President and as Managing Director of
Clearing House Conversation, LLC
its sole shareholder

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Gene B. Griswold, as President of Intercontinental Gaming Group Incorporated, known to me to be the person described in and who subscribed the above Articles of Merger, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: passport and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of October, 2000.

NOTARY PUBLIC

Printed Notary Signature

(SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Gene B. Griswold, as President and as Managing Director of Clearing House Conversation, LLC, its sole shareholder, known to me to be the person described in and who subscribed the above Articles of Merger, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: pass port and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of October, 2000.

NOTARY PUBLIC

Printed Notary Signature

(SEAL)

F:\WORDFILE\ALAN\CLIENTS\Griswold\ArticlesMerger.wpd

ALAN RICHARD SIMON
Notary Public, State of Florida
My comm. exp. Dec. 23, 2002
Comm. No. CC795098

PLAN OF MERGER

This sets forth the Plan of Merger dated October 31, 2000, between IGGI NETWORKS, INC., a Florida corporation, ("the Surviving Corporation"), and INTERCONTINENTAL GAMING GROUP INCORPORATED, a Delaware Corporation, ("the Absorbed Corporation").

RECITALS

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office located at 2255 Glades Road, Suite 226-Atrium, Boca Raton, Florida 33431.

B. The Surviving Corporation has 45,000,000 authorized shares of Class A stock and 5,000,000 shares of Class B stock, of which 1 share of Class B stock has been issued and outstanding.

C. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Delaware with its principal office located at 470 Enfield Street, Boca Raton, Florida 33487.

D. The Absorbed Corporation has 45,000,000 shares of Class A stock, and 5,000,000 shares of Class B stock, of which 6,747,134 shares of Class A stock and 5,000,000 shares of Class B stock are issued and outstanding.

E. The outstanding shares of Class A stock of the Absorbed Corporation shall be exchanged for the like number of shares of the Surviving Corporation, and the outstanding shares of the Class B stock of the Absorbed Corporation shall be exchanged for 4,999,999 shares of Class B stock of the Surviving Corporation.

F. The Absorbed Corporation shall cease doing business on November 15, 2000. The Surviving Corporation commenced business on September 1, 2000.

G. The Board of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and shareholders that the Delaware Corporation, Intercontinental Gaming Group Incorporated, be merged into the Florida corporation, IGGI Networks, Inc. pursuant to the provisions of Section 607.1101, et seq., of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants and subject to the terms and conditions set forth in the Plan of Merger, the constituent corporations agree as follows:

1. Merger. Intercontinental Gaming Group Incorporated, a Delaware corporation, shall be merged into IGGI Networks, Inc., a Florida corporation, which shall be the Surviving Corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for a separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. Exchange. The outstanding Class A shares of the Absorbed Corporation shall be exchanged for a like number of shares of Class A stock of the Surviving Corporation. The outstanding shares of Class B stock of the Absorbed Corporation shall be exchanged for 44,999,999 of the Surviving Corporation.

4. Articles of Incorporation; By-Laws. There shall be no change in the Articles

of Incorporation or By-Laws of the Surviving Corporation as a result of this merger.

5. Directors. As of the effective date of the merger, the Directors of the Surviving Corporation shall be Gene B. Griswold.

6. Officers. As of the effective date of the merger, the Officers of the Surviving Corporation shall be:

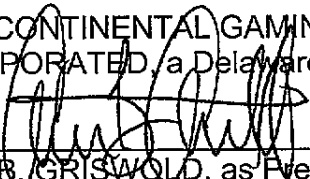
| | | |
|-----------|---|------------------|
| Chairman | - | Gene B. Griswold |
| President | - | Gene B. Griswold |
| Secretary | - | Jane E. Jarvis |
| Treasurer | - | Jane E. Jarvis |

7. Shareholder Approval. This Plan of Merger shall be submitted for the approval of the Shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

8. Effective Date. The effective date of this merger shall be November 15, 2000.

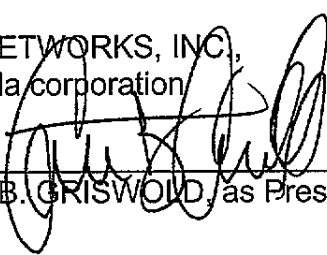
The foregoing is established by the following signatures of the parties:

INTERCONTINENTAL GAMING GROUP
INCORPORATED, a Delaware corporation

By: 

GENE B. GRISWOLD, as President

IGGI NETWORKS, INC.,
a Florida corporation

By: 

GENE B. GRISWOLD, as President