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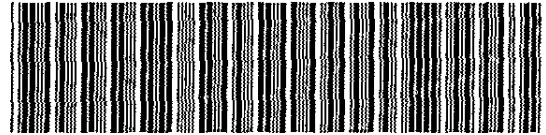
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Merger  
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**BRASHEAR & ASSOC. P.L.**  
*C o u n s e l o r s   A t   L a w*

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BRUCE BRASHEAR  
WILLIAM CLAYTON MARTIN III

March 23, 2004

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**RE:   TRUEGAMBLER, INC. (Florida)  
      TRUEGAMBLER.COM, INC. (Delaware)**

Gentlemen:

Enclosed please find the original and one copy of the Articles of Merger between TrueGambler, Inc., a Florida corporation, and TrueGambler.Com, Inc., a Delaware corporation, indicating that TrueGambler, Inc., a Florida corporation, will be the surviving entity. Copies of corporate resolutions and the Merger Agreement are enclosed for your reference, together with our check in the amount of \$78.75 representing the filing fees for two corporations (\$70.00) , and a certified copy of the Articles of Merger (\$8.75).

Thank you, and please call this office collect should you have any questions concerning the enclosed.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: 

Carrie Fagan, Legal Assistant

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## ARTICLES OF MERGER

**ARTICLES OF MERGER** of **TRUEGAMBLER, INC.**, a Florida corporation, and **TRUEGAMBLER.COM, INC.**, a Delaware corporation, dated March 15, 2004.

### **I. Plan of Merger.**

1. **Name.** The name of each constituent corporation is as follows: **TRUEGAMBLER, INC.** (the "Florida Corporation") and **TRUEGAMBLER.COM, INC.** (the "Delaware Corporation"). The Delaware Corporation will be merged into the Florida Corporation. The name of the surviving corporation is **TRUEGAMBLER, INC.**

2. **Terms and Conditions.** Anything herein or elsewhere to the contrary notwithstanding, the merger shall not be made effective if prior to the effective date of the merger:

(a) The Boards of Directors of the Florida Corporation and the Delaware Corporation elect that it shall not be made effective; or

(b) The holders of more than one-half of the common shares of either corporation have objected to the merger; or

(c) Satisfactory arrangements have not been made for exchanging the outstanding shares of the Delaware Corporation for common shares of the Florida Corporation at, or prior to, the effective date of the merger.

3. **Treatment of Shares of Constituent Corporations.** The manner of converting the shares of the Delaware Corporation into shares of the Florida Corporation is as follows:

(a) On the effective date of the merger, each common share of the Delaware Corporation which shall be issued and outstanding shall be converted into 666 common shares of the Florida Corporation.

(b) Upon the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing common shares of the Delaware Corporation shall surrender the same to the Florida Corporation. Such holder shall be entitled upon such surrender to receive a certificate or certificates representing the full number of common shares of the Delaware Corporation into which the common shares of the Florida Corporation theretofore represented by such certificates shall have been converted. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented common shares of the Delaware Corporation, shall be deemed for all corporate purposes, other than payment of dividends, to evidence ownership of the common shares of the Florida Corporation into which such shares shall have been converted.

## **II. Approval of Plan of Merger**

1. **Corporate Formalities.** The foregoing Plan of Merger was approved in accordance with the Articles of Incorporation as the same may have been amended as of the date of such approval of each corporation.

2. **Approval of TrueGambler, Inc. (Florida).** Effective March 12, 2004, the Board of Directors and Shareholders of TrueGambler, Inc. adopted the Plan of Merger by unanimous consent.

3. **Approval of TrueGambler.Com, Inc. (Delaware).** Effective March 12, 2004, the Board of Directors and Shareholders of TrueGambler.Com, Inc. adopted the Plan of Merger by unanimous consent.

## **IV. Authorized and Outstanding Shares.**

1. **Delaware Corporation.** The Delaware Corporation is authorized to issue 1,500 shares of its common stock, 1,500 of which shares are currently outstanding and are owned by Christopher J. Hughes (750 shares) and Erica A. Hughes (750 shares).

2. **Florida Corporation.** The Florida Corporation is authorized to issue 20,000,000 shares of its common stock, 1,000 shares of which are currently issued and outstanding and are owned by Christopher J. Hughes (500 shares) and Erica A. Hughes (500 shares). No preferred shares have been issued.

**V. Shares Voting for Plan of Merger.**

1. **Delaware Corporation.** All of the 1,500 shares of the Delaware Corporation, which are issued and outstanding, voted for the Plan of Merger.

2. **Florida Corporation.** All of the 1,000 shares of the Florida Corporation, which are issued and outstanding, voted for the Plan of Merger.

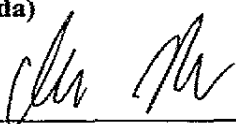
**VI. Domicile of Surviving Corporation.**

The Florida Corporation, the surviving corporation, shall be a Florida corporation.

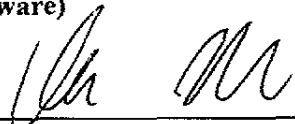
**VII. Effective Date.**

The effective date of the merger for accounting and for all other purposes will be the date which the appropriate certificate is issued by the Florida Secretary of State.

**TRUEGAMBLER, INC.**  
(Florida)

By:   
Title: President

**TRUEGAMBLER.COM, INC.**  
(Delaware)

By:   
Title: President

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 12 day of March 2004,  
by CHRISTOPHER J. HUGHES, holding the office of President of TrueGambler, Inc. (Florida) and who  
is personally known to me and who did (did not) take an oath.



Carrie P. Fagan  
MY COMMISSION # CC993032 EXPIRES  
January 10, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]  
Notary Public, State at Large  
\_\_\_\_\_  
Printed Name  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 12 day of March 2004, by  
CHRISTOPHER J. HUGHES holding the office of President of TrueGambler.Com, Inc. (Delaware) and  
who is personally known to me and who did (did not) take an oath.



Carrie P. Fagan  
MY COMMISSION # CC993032 EXPIRES  
January 10, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]  
Notary Public, State at Large  
\_\_\_\_\_  
Printed Name  
My Commission Expires: