

P95000025198

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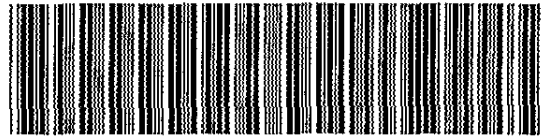
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TALLAHASSEE, FLORIDA

Marger

(a)

12/13/02

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

VOYAGE HOLDINGS I., INC, a Nevada Corporation.

INTO

BBTCLA, INC., a Florida entity, P95000025198.

File date: December 9, 2002 Effective December 13, 2002

Corporate Specialist: Irene Albritton

SINCE 1895



ATTORNEYS AT LAW

Henry J. Huelsberg, III
757.628.5523
thuelsberg@wilsav.com

December 6, 2002

FILED
02 DEC -9 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 23399

Re: BBTCLA, Inc. (the Surviving Corporation in the merger of Voyage Holdings I, Inc. with and into BBTCLA, Inc.)

Dear Sir or Madam:

Enclosed for filing with your offices are Articles of Merger for the merger of Voyage Holdings I, Inc. (a Nevada corporation) with and into BBTCLA, Inc. (a Florida corporation). Please note that we've requested that the Articles be declared effective (and have indicated this therein) on December 13, 2002. Also enclosed is our firm's check in the amount of \$70.00 to cover the cost of filing these Articles.

Please return all correspondence concerning this matter to the following:

Henry J. Huelsberg, III, Esq.
Willcox & Savage, P.C.
One Commercial Place
1800 Bank of America Center
Norfolk, Virginia 23510

If you have any questions or need further information regarding this matter, please call Trey Huelsberg at 757-628-5523. Thank you very much for your assistance.

Very truly yours,

Henry J. Huelsberg, III

HJH,III/slf
Enclosures

485831 1
12/06/02

Reply to Norfolk Office

ONE COMMERCIAL PLACE SUITE 1800 NORFOLK, VIRGINIA 23510 757.628.5500 FACSIMILE 757.628.5566
ONE COLUMBUS CENTER SUITE 1010 VIRGINIA BEACH, VIRGINIA 23462 757.628.5600 FACSIMILE 757.628.5659

WWW.WILLCOXANDSAVAGE.COM

**ARTICLES OF MERGER
OF
VOYAGE HOLDINGS I, INC., A NEVADA CORPORATION,
WITH AND INTO
BBTCLA, INC., A FLORIDA CORPORATION**

FILED
02 DEC -9 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105 of the Florida Statutes:

I.

The name and jurisdiction of organization of the corporations involved in the merger contemplated by these Articles of Merger are as follows:

	<u>Merging Corporation</u>	<u>Surviving Corporation</u>
<i>Name:</i>	Voyage Holdings I, Inc.	BBTCLA, Inc.
<i>State of Incorporation:</i>	Nevada	Florida

II.

The Plan of Merger is as follows:

1. The name, address and jurisdiction of organization of each constituent corporation to the merger contemplated by these Articles of Merger (the "Merger") are Voyage Holdings I, Inc., a Nevada corporation, the address of which is 3228 Channel 8 Drive, Las Vegas, Nevada 89109, and BBTCLA, Inc., a Florida corporation, the address of which is 5201 Blue Lagoon Drive, Suite 600, Miami, Florida 33126. Voyage Holdings Inc. (the "Merging Corporation") will merge with and into BBTCLA, Inc. (the "Surviving Corporation").
2. The Surviving Corporation in the Merger shall be BBTCLA, Inc., a Florida corporation.

3. Each of the Merging Corporation and the Surviving Corporation is a wholly-owned subsidiary of Landmark Television, Inc., a Nevada corporation.

4. At the Effective Time (defined below), (a) each share of the capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be surrendered for cancellation and canceled, and no additional shares of stock of the Surviving Corporation shall be issued therefor, (b) all of the assets and liabilities of the Merging Corporation shall become assets and liabilities of the Surviving Corporation, and (c) the authorized, issued and outstanding shares of capital stock of the Surviving Corporation shall not be affected in any way by the Merger and shall constitute all of the authorized, issued and outstanding shares of capital stock of the Surviving Corporation from and after the Effective Time.

5. The Articles of Incorporation and Bylaws of the Surviving Corporation at the Effective Time shall be the Articles of Incorporation and Bylaws of the merged corporations from and after the Effective Time unless and until amended or restated in accordance with applicable law.

6. The foregoing Plan of Merger is permitted by the laws of the State of Nevada, under which the Merging Corporation is organized, and the laws of the State of Florida, under which the Surviving Corporation is organized. Each of the Merging Corporation and the Surviving Corporation has complied with all provisions of the respective applicable law in effecting the Merger, and all conditions required by the laws of the State of Nevada and the laws of the State of Florida will be satisfied in connection with the Merger.

7. This Plan of Merger may be terminated and the Merger abandoned at any time

prior to the Effective Time by the mutual consent in writing of each of the Merging Corporation and the Surviving Corporation.

8. The Merger shall be effective on December 13, 2002 (the "Effective Time").

III.

The Plan of Merger was adopted by each of the Merging Corporation and the Surviving Corporation as follows:

1. After approval and submission to the sole shareholder of the Merging Corporation by its Board of Directors, in accordance with Section 92A.120 of the Nevada Revised Statutes, the Plan of Merger was approved and adopted by the sole shareholder of the Merging Corporation by record of action in writing dated as of November 22, 2002.

2. After approval and submission to the sole shareholder of the Surviving Corporation by its Board of Directors, in accordance with Section 607.1103 of the Florida Statutes, the Plan of Merger was approved and adopted by the sole shareholder of the Surviving Corporation by record of action in writing dated as of November 22, 2002.

IV.


The merger contemplated by these Articles of Merger shall occur and be effective on December 13, 2002.

* * * * *

The undersigned officers declare that the facts herein stated are true as of December 3, 2002.


MERGING CORPORATION:

VOYAGE HOLDINGS I, INC.,
a Nevada corporation

By:  (SEAL)
Name: S. Decker Anstrom
Title: President

SURVIVING CORPORATION:

BBTCLA, INC.,
a Florida corporation

By:  (SEAL)
Name: S. Decker Anstrom
Title: President