P95000030749

TRANSMITTAL LETTER

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

H00000145800?8
-04/17/95--01070--002
*****70.00 *****70.00

SUBJECT: THE BUSINESS TRAVELER ONLINE, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

[x] $70.00   [ ] $78.75   [ ] $122.50   [ ] $131.25

FILED
95 APR 17 AM 8:37

FROM: Linda M. Cohen
Name (printed or typed)

920 Tulip Court Suite 100
Address

Marco Island, Florida 33937
City, State & Zip

(813)389-2924
Daytime Telephone number

A1644-20

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

FILED
95 APR 17 PM 8 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

THE BUSINESS TRAVELER ONLINE, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

920 Tulip Court Suite 100
Marco Island, Florida 33937

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Linda M. Cohen

920 Tulip Court Suite 100

Marco Island, Florida 33937

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Linda M. Cohen

920 Tulip Court Suite 100

Marco Island, Florida 33937

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

10th day of February, 19 95 .

Linda M Cohen
Signature

Signature

Signature

Articles of Incorporation
Filing Fee - $35

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE BUSINESS TRAVELER ONLINE, Inc.

2. The name and address of the registered agent and office is:

FILED

95 APR 17 AM 8 3?

Linda M. Cohen
(Name)

920 Tulip Court Suite 100
(P.O. Box not acceptable)

Marco Island, Florida 33937
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Linda M Cohen 3/10/95
(Signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

P95000030749

GOODMAN, GLAZER, GREENER & KREMER, P. C., OF MEMPHIS, TN., ATTORNEYS

HERBERT GLAZER
EUGENE GREENER, JR. ADM. FL & TN
RICHARD H. KREMER
HARRIETTE R. COLEMAN

B. PERCY MAGNESS
OF COUNSEL
MORRIS L. STRAUCH
RETIRED
WILLIAM W. GOODMAN
(1900-1981)

EUGENE GREENER, JR.
RESIDENT PRINCIPAL

MARCO ONE EXECUTIVE SUITES
SUNBANK CENTRE, SUITE 400
950 NORTH COLLIER BLVD
✓MARCO ISLAND, FLORIDA 33937
TELEPHONE (813) 642-4500
FAX (813) 642-0718

PELICAN BAY
800 LAUREL OAK DRIVE, SUITE 200
NAPLES, FLORIDA 34108
TELEPHONE (813) 594-5150
FAX (813) 642-0718

September 12, 1995

500001584695
-09/14/95--01037--018
*****35.00 *****35.00

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

Re: Amendment to Articles of Incorporation
of The Business Traveler Online, Inc.

To the Secretary:

Enclosed please find the original and one copy of an Amendment to the Articles of Incorporation of The Business Traveler Online, Inc., changing the name of the Corporation to biztravel, Inc. Also enclosed is a check made payable to the Secretary of State, in the amount of $35.00, to cover the cost of filing the Amendment.

Please file the original Amendment and time-stamp and return the copy to me at the above Marco Island address.

Thank you for your time and attention to this matter.

Yours very truly,

Eugene Greener, Jr.

FILED
95 SEP 18 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EG/ds
Enclosures

cc: Mr. Norman Tengstrom
Ms. Linda Cohen

Denise GAVE
AUTHORIZATION BY PHONE TO
CORRECT ADD DATE & [illegible]
DATE 9-14
DOC. EXAM [illegible]

AMENDMENT TO ARTICLES OF INCORPORATION

OF

The Business Traveler Online, Inc.

95 SEP 18 AM 9:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall hereafter be **biztravel,** Inc., and the mailing address shall remain the same.

All other articles shall remain the same.

Norman R. Tengstrom, President

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **Norman R. Tengstrom**, who is personally known to me or has satisfactorily proven himself to be the person who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State and County last aforesaid, this 12 day of September, 1995.

Identification provided: Florida drivers license

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
DEBBIE E CANADY
My Commission CC278811
Expires May. 23, 1997
Bonded by ANB
800-852-5878

APPROVAL BY STOCKHOLDERS

The undersigned, being all of the stockholders of the foregoing Corporation, hereby approve the change of name to biztravel, Inc. The date of adoption of the amendment is September 12,1995

Linda M. Cohen	Norman R. Tengstrom
Eleanor G. Tengstrom	Eugene Greener

P95000030749

GOODMAN, GLAZER, GREENER & KREMER, P. C., OF MEMPHIS, TN., ATTORNEYS

EUGENE GREENER, JR.
RESIDENT PRINCIPAL

HERBERT GLAZER
EUGENE GREENER, JR. ADM. FL & TN
RICHARD H. KREMER
HARRIETTE R. COLEMAN

B. PERCY MAGNESS
OF COUNSEL
MORRIS L. STRAUCH
RETIRED
WILLIAM W. GOODMAN
(1900-1981)

MARCO ONE EXECUTIVE SUITES
SUNBANK CENTRE, SUITE 400
950 NORTH COLLIER BLVD.
MARCO ISLAND, FLORIDA 33937
TELEPHONE (813) 642-4500
FAX (813) 642-0710

PELICAN BAY
800 LAUREL OAK DRIVE, SUITE 200
NAPLES, FLORIDA 33963
TELEPHONE (813) 594-5159
FAX (813) 642-0710

October 4, 1995

800001605178
-10/10/95--01078--005
*****35.00 *****35.00

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

Re: Amendment to Articles of
Incorporation of Biztravel, Inc.

To the Secretary:

Enclosed please find the original and one copy of an Amendment to the Articles of Incorporation of Biztravel, Inc., changing the name of the Corporation to Biztravel.com, Inc. Also enclosed is a check made payable to the Secretary of State, in the amount of $35.00, to cover the cost of filing the Amendment.

Please file the original Amendment and time-stamp and return the copy to me at the above Marco Island address.

Thank you for your time and attention to this matter.

Yours very truly,

Eugene Greener, Jr.

EG/ds
Enclosures

cc: Mr. Norman Tengstrom
Ms. Linda Cohen

SH OCT 13 1995

NC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -9 AM 9:49

AMENDMENT TO ARTICLES OF INCORPORATION

OF

BIZTRAVEL, INC.

ARTICLE I - NAME

The name of this Corporation shall hereafter be Biztravel.com, Inc., and the mailing address shall remain the same.

All other articles shall remain the same.

Norman R. Tengstrom, President

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Norman R. Tengstrom, who is personally known to me or has satisfactorily proven himself to be the person who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State and County last aforesaid, this 6th day of October, 1995.

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

EUGENE GREENER
COMMISSION # CC 387215
EXPIRES AUG 27, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT -9 AM 9:40

APPROVAL BY STOCKHOLDERS

The undersigned, being all of the stockholders of foregoing Corporation, hereby approve the change of name to Biztravel.com, Inc. The date of adoption of the Amendment is October 4, 1995.

Linda M. Cohen

Norman R. Tengstrom

Eleanor G. Tengstrom

Eugene Greener

Document Number Only

P95000030749

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

T000001038197
05/21/96--01039--018
****157.50 ****157.50

CORPORATION(S) NAME

Middlegate, Inc and
BC 1 Acquisition Corporation
Merging into
Biztravel. Com, Inc.

FILED
96 MAY 21 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

( ) Profit
( ) NonProfit
( ) Limited Liability Co.

( ) Amendment

(X) Merger

( ) Foreign

( ) Dissolution/Withdrawal

( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

( ) Other
( ) Change of R.A.
( ) Fic. Name

(X) Certified Copy

( ) Photo Copies

( ) CUS

( ) Call When Ready
■ Walk In
( ) Mail Out

( ) Call if Problem

( ) After 4:30
■ Pick Up

Name Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

5-21-96

PLEASE RETURN EXTRA COPIES FILE STAMPED

Merger
[illegible]

CR2E031 (1-89)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1996

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: BIZTRAVEL.COM, INC.
Ref. Number: P95000030749

We have received your document for BIZTRAVEL.COM, INC. and your check(s) totaling $157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ The document must include original signatures.

There are two corporations merging in this document, the correct fee is $122.50.

✓ The capacities of the persons signing the document must be indicated beneath their signatures.

✓ The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 096A00025246

96 MAY 23 PH 1:11
RECEIVED
DIVISION OF CORPORATIONS

Joy - We discussed this the other day. Would you please issue a refund application for the extra $35.00?
Also, please back date this merger to 5-21-96. Thank you!
Tamara

FILED
96 MAY 21 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: The plan of merger is attached hereto as Exhibit A.

SECOND: The effective date of the Merger is May 21, 1996.

THIRD: The plan of merger was adopted by the sole shareholder of BCI Acquisition Corporation, a Florida corporation on the 21st day of May, 1996 and was adopted by the shareholders of Biztravel.com, Inc. on the 21st day of May, 1996.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of May 21, 1996.

BCI Acquisition Corp.

John I. Williams, Jr.
President

Biztravel.com, Inc.

Norman Tengstrom
President

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of May 21, 1996.

BCI Acquisition Corp.

____
John T. Williams, Jr.

Biztravel.com, Inc.

____
Norman Tengstrom
Pres.

EXHIBIT A

**PLAN OF MERGER
BY AND AMONG
MIDDLEGATE, INC.,
BCI ACQUISITION CORPORATION AND
BIZTRAVEL.COM, INC.**

THIS PLAN OF MERGER is dated as of May 21, 1996, by and among Middlegate, Inc., a Delaware corporation ("Middlegate"), BCI Acquisition Corporation, a Florida corporation and a wholly owned subsidiary of Middlegate ("Sub"), and Biztravel.com, Inc., a Florida corporation ("Biztravel").

ARTICLE I

THE MERGER

1.1 Merger; Effective Time of the Merger. Subject to the terms and conditions of this Plan of Merger (this "Plan"), Sub will be merged with and into Biztravel (the "Merger") in accordance with the applicable provisions of the corporate laws of the State of Florida ("Florida Law"). This Plan provides, among other things, the mode of effecting the Merger and the manner and basis of converting each issued and outstanding share of capital stock of Biztravel into shares of Series A Preferred Stock, par value $.001 per share, of Middlegate ("Middlegate Preferred Stock"). The Plan shall be executed by Biztravel, Middlegate and Sub prior to the Effective Date of the Merger (as defined in this Section 1.1).

Subject to the provisions of this Plan, the Plan shall be filed in accordance with Florida Law on the Closing Date (as defined in Section 1.2). The Merger shall become effective upon such filing of the Plan (the date of such filing being hereinafter referred to as the "Effective Date of the Merger" and the time of confirmation of such filing being hereinafter referred to as the "Effective Time of the Merger") in the State of Florida.

1.2 Closing. The closing of the Merger (the "Closing") will take place concurrent with the execution of this Plan (the "Closing Date"), at the offices of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP, 600 Hansen Way, Palo Alto, California, unless a different date or place is agreed to in writing by Middlegate, Sub and Biztravel.

1.3 Effects of the Merger. At the Effective Time of the Merger, (a) the separate existence of Sub shall cease and Sub shall be merged with and into Biztravel (Sub and Biztravel are sometimes referred to herein as the "Constituent Corporations" and Biztravel after the Merger is sometimes referred to herein as the "Surviving Corporation"), (b) the directors of the Surviving Corporation shall be John I. Williams, Jr. and John B. Evans, (c) the officers of the Surviving Corporation shall be John I. Williams, Jr., President and Steve Musson, Chief Financial Officer, and (d) the Merger shall, from and after the Effective Time of the Merger, have all the effects provided by applicable law.

1.4 Tax-Free Reorganization. The Merger is intended to be a Reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE II

EFFECT OF THE MERGER ON THE CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS; EXCHANGE OF CERTIFICATES; SUPPLEMENTARY ACTION

2.1 Effect on Capital Stock. As of the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any shares of capital stock of Biztravel:

(a) Capital Stock of Sub. All issued and outstanding shares of capital stock of Sub shall continue to be issued and outstanding and shall be converted into 1,000 shares of Common Stock of the Surviving Corporation. Each stock certificate of Sub evidencing ownership of any such shares shall continue to evidence ownership of such shares of capital stock of the Surviving Corporation.

(b) Cancellation of Capital Stock of Biztravel.

(i) All shares of capital stock of Biztravel that are owned directly or indirectly by Biztravel or by any entity controlled by Biztravel shall be canceled and no stock of Middlegate or other consideration shall be delivered in exchange therefor. For this purpose, a controlled entity shall mean a corporation or other entity whose voting securities are owned or are otherwise controlled directly or indirectly by a parent corporation or other intermediary entity in an amount sufficient to elect at least a majority of the board of directors or other managers of such corporation or other entity.

(ii) Each holder of a certificate representing any shares of Biztravel capital stock after the Effective Time of the Merger shall cease to have any rights with respect to such shares, except the right either to receive the Merger Consideration Per Share (as defined below) upon surrender of such certificate, or to exercise such holder's dissenters' rights, if applicable, as provided in Section 2.1(f) hereof and pursuant to Florida Law.

(c) Conversion of Capital Stock of Biztravel. Subject to this subsection 2.1(c), each issued and outstanding share of Common Stock of Biztravel ("Biztravel Common Stock") shall automatically be canceled, extinguished and converted, without any action on the part of the holder thereof, into the right to receive a fraction of a share of Middlegate Preferred Stock (the "Merger Consideration Per Share") equal to a fraction, the numerator of which is fifty-four thousand eight hundred forty-one (54,841) and the denominator of which is the total number of shares of Biztravel Common Stock outstanding as of the Effective Time of the Merger. The ratio pursuant to which each share of Common Stock of Biztravel will be exchanged for shares of Middlegate Preferred Stock, determined in accordance with the foregoing provisions, is hereinafter referred to as the "Exchange Ratio."

(d) Biztravel Capital Stock Subject to Repurchase. All shares of Middlegate Preferred Stock that are received in the Merger in exchange for shares of Biztravel Common Stock that, under applicable stock purchase, stock restriction or similar agreements with Biztravel, are unvested or subject to a repurchase option or other condition of forfeiture that by its terms does not terminate due to the Merger ("Biztravel Restricted Stock") will also be unvested or subject to the same repurchase option or other condition, as the case may be, and the certificates evidencing such shares will be marked with appropriate legends.

(e) Adjustment of Exchange Ratio. If, between the date of this Plan and the Effective Time of the Merger, the outstanding shares of Middlegate Preferred Stock shall have been changed into a different number of shares or a different class by reason of any reclassification, recapitalization, split-up, stock dividend, stock combination, exchange of shares or readjustment, the Exchange Ratio shall be correspondingly adjusted.

(f) Dissenters' Rights. If, as of the Effective Time of the Merger, holders of the issued and outstanding Biztravel Common Stock are entitled to dissenters' rights under Florida Law and have properly exercised and not lost such dissenters' rights ("Dissenting Shares") in connection with the Merger, then shares of Biztravel Common Stock shall not be converted into Middlegate Preferred Stock but shall be converted into the right to receive such consideration as may be determined to be due with respect to such Dissenting Shares.

(g) Fractional Shares. No fractional shares of Middlegate Preferred Stock shall be issued, but in lieu thereof each holder of shares of Biztravel Common Stock who would otherwise be entitled to receive a fraction of a share of Middlegate Preferred Stock shall receive from Middlegate an amount of cash equal to the Fair Market Value Per Share Price multiplied by the fraction of a share of Middlegate Preferred Stock to which such holder would otherwise be entitled. The fractional share interests of each Biztravel shareholder shall be aggregated, so that no Biztravel shareholder shall receive cash in an amount greater than the value of one (1) full share of Middlegate Preferred Stock. The "Fair Market Value Per Share Price" equals the Fair Market Value of Middlegate Preferred Stock as determined by the board of directors of Middlegate on the Closing Date of the Merger.

2.2 Exchange of Certificates.

(a) Exchange Agent. Prior to the Closing Date, Middlegate shall appoint Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP, as exchange agent (the "Exchange Agent") in the Merger.

(b) Middlegate to Provide Preferred Stock. Promptly after the Effective Time of the Merger (but in no event later than ten (10) business days thereafter), Middlegate shall make available for exchange in accordance with this Article II, through such reasonable procedures as Middlegate may adopt, the shares of Middlegate Preferred Stock issuable pursuant to Section 2.1 in exchange for outstanding shares of capital stock of Biztravel.

(c) Exchange Procedures. Within ten (10) business days after the Effective Time of the Merger, the Exchange Agent shall mail to each holder of record of a certificate or certificates that immediately prior to the Effective Time of the Merger represented outstanding shares of Biztravel Common Stock (the "Certificate(s)") whose shares are being converted into Middlegate Preferred Stock pursuant to Section 2.1 hereof (i) a letter of transmittal (which shall specify that delivery shall be effected, and risk of loss and title to the Certificates shall pass, only upon delivery of the Certificates to the Exchange Agent and shall be in such form and have such other provisions as Middlegate may reasonably specify) and (ii) instructions for use in effecting the surrender of the Certificates in exchange for Middlegate Preferred Stock. Upon surrender of a Certificate for cancellation to the Exchange Agent or to such other agent or agents as may be appointed by Middlegate, together with such letter of transmittal, duly executed and completed in accordance with the instructions thereto, the holder of such Certificate shall be entitled to receive in exchange therefor the number of shares of Middlegate Preferred Stock to which the holder of Biztravel capital stock is entitled pursuant to Section 2.1 hereof. The Certificate so surrendered shall forthwith be canceled. In the event of a transfer of ownership of Biztravel capital stock that is not registered on the transfer records of Biztravel, the appropriate number of shares of Middlegate Preferred Stock may be delivered to a transferee if the Certificate representing such Biztravel capital stock is presented to the Exchange Agent and accompanied by all documents required to evidence and effect such transfer and to evidence that any applicable stock transfer taxes have been paid. Until surrendered as contemplated by this Section 2.2, each Certificate shall be deemed at all times after the Effective Time of the Merger to represent the right to receive upon such surrender the number of shares of Middlegate Preferred Stock as provided by this Article II and the provisions of Florida Law but shall have no other right; provided, however, that customary and appropriate certifications, indemnities and bonds allowing exchange against lost or destroyed certificates shall be provided; and provided further that nothing in this Section 2.2(c) shall require Middlegate to exchange its Preferred Stock to any holder of Biztravel capital stock who shall fail to surrender a certificate representing such shares or the certification, indemnities and bonds relating to a lost certificate. Notwithstanding the foregoing, neither the Exchange Agent nor any party hereto shall be liable to a holder of shares of Biztravel capital stock for any Middlegate Preferred Stock delivered to a public official pursuant to applicable abandoned property, escheat and similar laws. Promptly following the date that is six (6) months after the Effective Date, the Exchange Agent shall return to the Surviving Corporation all shares of Middlegate Preferred Stock in its possession relating to the transactions described in this Plan, and the Exchange Agent's duties shall terminate. Thereafter, each holder of a Certificate may surrender such Certificate to the Surviving Corporation and (subject to applicable abandoned property, escheat and similar laws) receive in exchange therefor the shares of Middlegate Preferred Stock to which such holder is entitled pursuant hereto.

(d) No Further Ownership Rights in Capital Stock of Biztravel. All Middlegate Preferred Stock delivered upon the surrender for exchange of shares of capital stock of Biztravel in accordance with the terms hereof shall be deemed to have been delivered in full satisfaction of all rights pertaining to such shares of capital stock of Biztravel. There shall be no further registration of transfers on the stock transfer books of the Surviving Corporation of the shares of capital stock of Biztravel that were outstanding immediately prior to the Effective Time of the Merger. If, after the Effective Time of the Merger, Certificates are presented to the Surviving Corporation for any reason, they shall be canceled and exchanged as provided in this Article II.

2.3 Supplementary Action. If, at any time after the Effective Time, any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm of record in the Surviving Corporation the title to any property or rights of either Biztravel or Sub or otherwise to carry out the provisions of this Plan, the officers and directors of the Surviving Corporation are hereby authorized and empowered, in the name of and on behalf of Biztravel and Sub, to execute and deliver any and all things necessary or proper to vest or to perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the purposes and provisions of this Plan.

P95 0000 30749

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

BCI ACQUISITION CORP., a Florida corporation, document number P96000042759

INTO

BIZTRAVEL.COM, INC., a Florida corporation, P95000030749

File date: May 21, 1996

Corporate Specialist: Karen Gibson

P95000030749

CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 7/31/96 1:00

FILED 96 JUL 31 AM 2:01 SECRETARY OF STATE TALLAHASSEE

✓ CERTIFIED COPY (2) ____ CUS ____

____ PHOTO COPY ____ ✓ FILING Amend

1.) Biztravel. Com, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) ____ Name Change Amend
(CORPORATE NAME & DOCUMENT #)

300001900663
-07/31/96--01048--010
****280.00 ****140.00

3.) ____
(CORPORATE NAME & DOCUMENT #)

4.) ____
(CORPORATE NAME & DOCUMENT #)

5.) ____
(CORPORATE NAME & DOCUMENT #)

6.) ____
(CORPORATE NAME & DOCUMENT #)

7/31/96

7.) ____
(CORPORATE NAME & DOCUMENT #)

8.) ____
(CORPORATE NAME & DOCUMENT #)

File First

9.) ____
(CORPORATE NAME & DOCUMENT #)

10.) ____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS ____

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

FILED
96 JUL 31 PM 2:01

AMENDMENT TO ARTICLES OF INCORPORATION
OF
BIZTRAVEL.COM, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adoptes the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall hereafter be Biztravel.com Florida, Inc., and the mailing address shall remain the same.

FIRST: All other Articles shall remain the same.

SECOND: The date of the amendment adoption is July 24, 1996.

THIRD: Adoption of Amendment(s):

The undersigned, as President of Biztravel.com, Inc., a Delaware corporation, being the Sole Shareholder of the foregoing Corporation, does hereby approve the change of name to Biztravel.com Florida, Inc.

Signed this 25th day of July, 1996.

Signature: ______________________

John I. Williams, Jr., President
Biztravel.con., Inc., a Delaware corporation
Sole Shareholder