

P95000065839

P. Michael Vitalone
Requestor's Name

5711-1 Independence Circle
Address

FL Myers FL 33912 (941) 454-3600
City/State/Zip Phone #

Office Use Only

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

1. Player's Choice Golf & Sports Tours Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) Mersen
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
SEP - 7 PM 1:50
99
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

78.75

400002979644--4
-09/07/99--01088--006
****122.50 *****78.75

Examiner's Initials

AJR

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAS VEGAS INTERNET PARTNERS, INC., a Nevada corp not authorized to
transact business in Florida

INTO

PLAYER'S CHOICE GOLF AND SPORTS TOURS, INC., a Florida entity,
P95000065839

File date: September 7, 1999

Corporate Specialist: Annette Ramsey

FILED
99 SEP -7 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

- FIRST:** The name and jurisdiction of the surviving corporation is:
PLAYER'S CHOICE GOLF AND SPORTS TOURS, INC., a Corporation
organized and existing under the laws of the State of Florida.
- SECOND:** The name and jurisdiction of the merging corporation is:
LAS VEGAS INTERNET PARTNERS, INC., a Corporation organized and
existing under the laws of the State of Nevada.
- THIRD:** The Plan of Merger is attached hereto as Exhibit "A."
- FOURTH:** The merger shall become effective on the date the Articles of Merger are
filed with the Florida Department of State.
- FIFTH:** Adoption of Merger by surviving corporation: The Plan of Merger was
adopted by the shareholders of the surviving corporation on August 31, 1999.
- SIXTH:** Adoption of Merger by merging corporation: The Plan of Merger was adopted
by the shareholders of the merging corporation on August 30, 1999.
- SEVENTH: SIGNATURES FOR EACH CORPORATION**


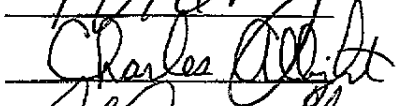
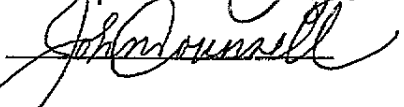
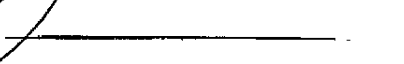

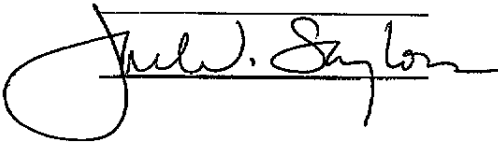
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Shares</u>
Surviving Corporation: PLAYER'S CHOICE GOLF AND SPORTS TOURS, INC.		

<u>Please see attached</u>	Thomas G. Runyon,	6,000
<u>Signature pages.</u>	Charles Albright	1,000
_____	John Counsell,	1,000
_____	Jess Taylor,	500
_____	Thomas Gray,	1,000
_____	Jack V. Saylor,	500

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- SEVENTH: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Shares</u>
Surviving Corporation:		
PLAYER'S CHOICE		
GOLF AND SPORTS		
TOURS, INC.		
		Thomas G. Runyon, 6,000
		Charles Albright 1,000
		John Counsell, 1,000
		Jess Taylor, 500
		Thomas Gray, 1,000
		Jack V. Saylor 500

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Name of CorporationSignatureTyped or Printed Name
of Individual & Shares

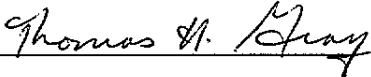
Surviving Corporation:
**PLAYER'S CHOICE
 GOLF AND SPORTS
 TOURS, INC.**

Thomas G. Runyon, 6,000

Charles Albright 1,000

John Counsell, 1,000

Jess Taylor, 500




Thomas Gray, 1,000







Jack V. Saylor, 500

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SEVENTH: SIGNATURES FOR EACH CORPORATION


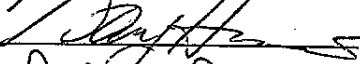

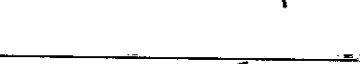
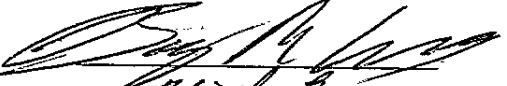


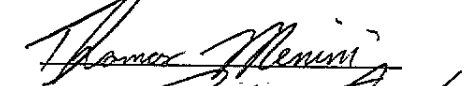
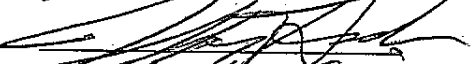
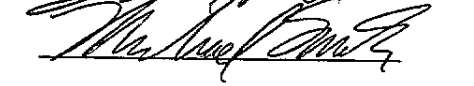

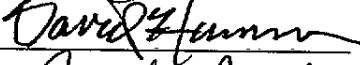
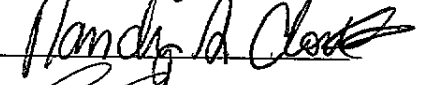
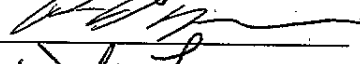
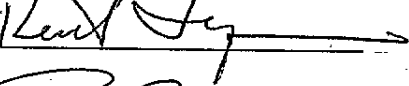

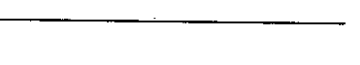
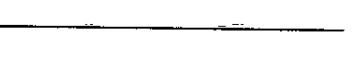

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Shares</u>
Surviving Corporation: PLAYER'S CHOICE GOLF ^{AND} SPORTS TOURS, INC.		
		Thomas G. Runyon, 6,000
		Charles Albright 1,000
		John Counsell, 1,000
		Jess Taylor, 500
		Thomas Gray, 1,000
		Jack V. Saylors 500

Name of Corporation

Signature

Typed or Printed Name
of Individual & Shares

Merging Corporation:
LAS VEGAS INTERNET
PARTNERS, INC.

	Jack Stoberski	500
	Gary Harris	3,000
	Rick Dalpos	350
	Stuart Reid	100
	Barry Caceres	200
	Keith Caceres	200
	Dwayne Davis	200
	Tom Menini	200
	Jeff Smith	200
	Michael Smith	200
	Jason Lawrence	100
	David Humm	100
	Randy Clonts	25
	Bryan Bock	25
	Keith Thompson	25
	Brian Thompson	25
	Walter Wojack	250/250
	Carl Sorenson	250/250/250
	Dean Lauritzen	480

_____	Robert W. Baird CO. 500 (DL Glaser)
_____	Adrian Alday 63
_____	Norman E. Jackson 250 Trust 2
_____	James Owens 750
_____	Ernest M. Rochester 250/250/250
_____	Toomas J. Kukk 250/250/250
_____	Heman N. Truman 250/250
_____	Lee J. Dicola 248
_____	Richard Cooper 63
_____	Steve Fellows 63
_____	Charles D. Woodward 63
<i>Carly Larsen</i>	Carly Larsen 10
<i>Shane Henrichsen</i>	Shane Henrichsen 10
_____	Eric J. Dutt 750
_____	Tim McGarry 250
_____	Christopher Raleigh 250
_____	John Hunt 250
<i>Claude Smith</i>	Claude Smith 1,500
_____	James Annoreno 15
<i>Glen Hein</i>	Glen Hein 15
_____	Norman Jackson 500

PLAN OF MERGER

Plan of merger dated August 30, 1999, between PLAYER'S CHOICE GOLF AND SPORTS TOURS, INC, hereafter called the surviving corporation, and LAS VEGAS INTERNET PARTNERS, INC, hereafter called the absorbed corporation.

STIPULATIONS

- A. Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 5711-1 Independence Circle, Fort Myers, Florida, 33912.
- B. Surviving corporation has a capitalization of 10,000 authorized shares of Two hundred and ninety five dollars (\$295) par value common stock, of which 10,000 shares are issued and outstanding. The authorized number of shares will be increased to 22,200 prior to the effective date of the merger.
- C. Absorbed corporation is a corporation organized and existing under the laws of the State of Nevada with its principal office at 4340 S. Valley View Boulevard, Suite 230, Las Vegas, Nevada, 89103.
- D. Absorbed corporation has a capitalization of 25,000 authorized shares of One hundred and ninety six and 00/93 dollars (\$196.93) par value common stock of which 14,980 shares are issued and outstanding.
- E. Both the surviving and absorbed corporations have, through their designated representatives, provided full and complete disclosure of and access to all books and records of their respective corporations to one another.
- F. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporation and their shareholders that PLAYER'S CHOICE GOLF AND SPORTS TOURS, INC. and LAS VEGAS INTERNET PARTNERS, INC. be merged into PLAYER'S CHOICE GOLF AND SPORTS TOURS, INC. pursuant to the provisions of Sections 607.1101. et seq. of the Florida General Corporation.
- G. In the event the Plan of Merger is effected, the dissenting shareholders from either the surviving or absorbed corporation may be entitled to be paid the fair market value of their shares if they comply with the provisions regarding the rights of dissenting shareholders as set forth in F.S. Sections 607.1301, 607.1302 & 607.1320 (copies of the statutes are attached hereto).

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

Section One. Merger. Absorbed corporation shall merge with and into PLAYER'S CHOICE GOLF AND SPORTS TOURS, INC., which shall be the surviving corporation.

Section Two. 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 the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporate, without the necessity for any 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.

Section Three. Warranties of the Constituent Corporations. The absorbed corporation covenants, represents and warrants to the surviving corporation:

- (a) It and each of its subsidiaries is on the date of this agreement and will be on the merger date (i) a corporation duly organized and existing and in good standing under the laws of the jurisdiction in which it is incorporated, (ii) duly authorized under its articles of incorporation, and under applicable laws, to engage in the business carried on by it and (iii) it or its subsidiaries are fully qualified to do business in all states where it or they own or lease offices;
- (b) All federal, state and local tax returns required to be filed by it, or by any of its subsidiaries, on or before the merger date will have been filed and/or have filed the proper extensions in accordance with the I.R.C., and all taxes shown to be required to be paid on or before the merger date will have been paid;
- (c) It and each of its subsidiaries will use its best efforts to follow its past practices in connection with the extension of any credit prior to the merger date;
- (d) All fixed assets owned by it or any of its subsidiaries and employed in their respective businesses are of the type, kind and condition appropriate for their respective businesses and will be operated in the ordinary course of business until the merger date;
- (e) All leases held by it are now and will be on the merger date in good standing and not voidable or void by reason of any default whatsoever;

(f) It shall, prior to the effective date of the merger, not engage in any activity or transaction other than in the ordinary course of business, except that the absorbed corporation may pay regular quarterly dividends on its outstanding common shares in the amount of One hundred ninety six and 00/93 dollars (\$196.93) per share and take all action necessary and appropriate under the laws of the State of the State of Nevada to consummate this merger.

The surviving corporation, represents and warrants to the absorbed corporation that:

(a) It is a corporation duly organized and existing and in good standing under the laws of the State of Florida and has the corporate power to own its properties and to carry on its business as now being conducted; and

(b) It shall, prior to the effective date of the merger, not engage in any activity or transaction other than in the ordinary course of business, except that surviving corporation may pay regular quarterly dividends on its outstanding common shares in the amount of Two hundred and ninety five dollars (\$295.00) per share and take all action necessary and appropriate under the laws of the State of Florida to consummate this merger.

Section Four. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the One hundred and ninety six and 00/93 dollars (\$196.93) par value common stock of absorbed corporation issued and outstanding on the effective date of the merger shall be converted into .66756 shares of the Two hundred and ninety five dollars (\$295.00) par value common stock of surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for

shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance of such shareholders of the certificate for his or her shares in the surviving corporation.

Section Five. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger or are hereby amended and changed as follows:

PLEASE SEE ARTICLES OF AMEMNDMENT ATTACHED HERETO
AS EXHIBIT "A"

Section Six. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger or shall be amended prior to the effective date of the merger in the following respects:

PLEASE SEE PROPOSED BYLAWS FOR ITRAVEL PARTNERS,
INC. ATTACHED HERETO AS EXHIBIT "B"

Section Seven. Directors and Officers. The directors and officers of the surviving corporation as the effective date of the merger shall be as follows: There will be six members of the Board of Directors representing the surviving corporation and the absorbed corporation with three representatives representing both the surviving and absorbed corporations. The new Board of Directors and Officers shall be:

Claude Smith, Chief Executive Officer
Tom Runyon, President
Eric Dutt, Vice-President/Treasurer
Tom Gray, Director
P. Michael Villalobos, Secretary
Jim Owens, Director

and continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Eight. Approval by Shareholders. 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 and the State of Nevada at meetings to be held on or before September 1, 1999, or by written consent adopting the Plan of Merger, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

- (a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before September 1, 1999; or
- (b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida or the laws of the State of Nevada.
- (c) If any material action or proceeding is instituted or threatened against any of the constituent corporations or their assets;
- (d) If, between the date of this agreement and the effective date of the merger, there has been, in the opinion of such board of directors, a material adverse change in the business or financial condition of or affecting any of the constituent corporations;
- (e) If, without the prior written consent of each of the constituent corporations, any of them shall have engaged in any transaction prohibited by this agreement.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

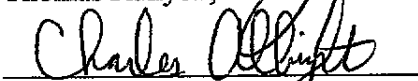
Section Twelve. The Board of Directors reserve the right to amend the Plan of Merger subsequent to the approval of the Shareholders.

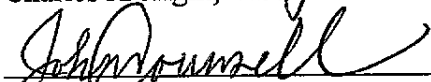
Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

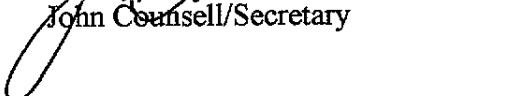
Dated: August 31, 1999.

Player's Choice Golf ^{And} Sports Tours, Inc.


Thomas Runyon, President

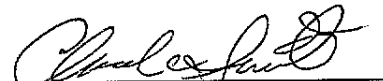

Charles Albright, Vice President



John Counsell/Secretary

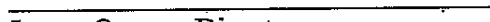

Jess Taylor, Treasurer

Dated: August 30, 1999.

Las Vegas Internet Partners, Inc.


Claude Smith, President/CEO


Eric Dutt, Treasurer


James Owens, Director

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

AND
Player's Choice Golf & Sports Tours, Inc.

Dated: _____, 1999.

Thomas Runyon, President

Charles Albright, Vice-President

John Counsell/Secretary



Jess Taylor, Treasurer

Las Vegas Internet Partners, Inc.

Dated: _____, 1999.



Claude Smith, President/CEO



Eric Dutt, Treasurer

James Owens, Director

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PLAYER'S CHOICE GOLF AND SPORTS TOURS, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE I

The name of this corporation shall be ITRAVEL PARTNERS, INC.

SECOND: Amendment adopted:

ARTICLE II

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

5711-1 Independence Circle
Fort Myers, Florida 33912

THIRD: Amendment adopted:

ARTICLE V

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 22,200 shares of common stock having a par value of one dollar (\$1.00) per share.

FOURTH: Acceptance of Registered Agent:

ARTICLE VI

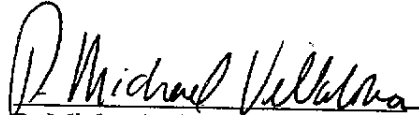
The name and address of the Registered Agent is:

P. Michael Villalobos
5711-1 Independence Circle
Fort Myers, Florida 33912

EXHIBIT A

Having Been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in hereinabove, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered date.

Signature:


P. Michael Villalobos
Registered Agent

Date:

August 31, 1999

FIFTH: Amendment adopted:

ARTICLE VII

This corporation shall have six (6) members of the Board of Directors. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one. The name and street address of the Board of Directors of this corporation are:

Claude Smith, CEO
4340 S. Valley View Boulevard, Suite 230
Las Vegas, Nevada 89103

Thomas Runyon, President
5711-1 Independence Circle
Fort Myers, Florida 33912

Eric Dutt, Vice-President/Treasurer
4340 S. Valley View Boulevard, Suite 230
Las Vegas, Nevada 89103

P. Michael Villalobos, Secretary
5711-1 Independence Circle
Fort Myers, Florida 33912

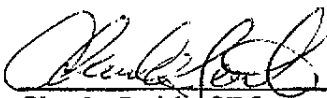
Thomas Gray, Director
5711-1 Independence Circle
Fort Myers, Florida 33912

Jim Owens, Director
4340 S. Valley View Boulevard, Suite 230
Las Vegas, Nevada 89103

and will hold office until their successors are elected or appointed and have qualified.

ITravel Partners, Inc. d/b/a
Player's Choice Golf & Sports Tours

Dated August 30, 1999.



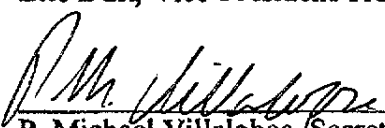
Claude Smith, CEO



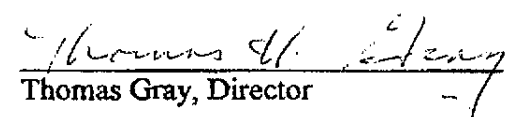
Thomas Runyon, President



Eric Dutt, Vice-President/Treasurer



P. Michael Villalobos, Secretary



Thomas Gray, Director

Jim Owens, Director

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FROM : PLAYER'S CHOICE ACCTG.

PHONE NO. : 941 454 8433

Aug. 30 1999 09:41AM P11

Jim Owens, Director
4340 S. Valley View Boulevard, Suite 230
Las Vegas, Nevada 89103

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Travel Partners, Inc. d/b/a
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