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FILED

1.) Millamax Cruising Corp.  
(CORPORATE NAME & DOCUMENT #)

into

2.) Maxamillion Cruises, Inc.  
(CORPORATE NAME & DOCUMENT #)

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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5.) \_\_\_\_\_  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MILLAMAX GAMING CORP., a Florida corporation P95000007157

INTO

**MAXAMILLION CRUISES, INC.**, a Florida entity, P95000074754

File date: December 28, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER**  
of  
**MILLAMAX GAMING CORP., a Florida corporation**  
and  
**MAXAMILLION CRUISES, INC., a Florida corporation**

99 DEC 28 PM 3:49  
FILED  
SEVENTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

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

**FIRST:** The name and jurisdiction of the surviving corporation are:

**Name:** Maxamillion Cruises, Inc. **Jurisdiction:** Florida

**SECOND:** The name and jurisdiction of each merging corporation are:

**Name:** Millamax Gaming Corp. **Jurisdiction:** Florida

**THIRD:** The Plan of Merger is attached.

**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 - COMPLETE ONLY ONE OF THE FOLLOWING]*

The Plan of merger was adopted by the shareholders of the surviving corporation on December 22, 1999.

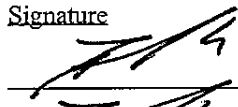
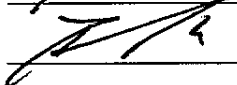
The Plan of Merger was adopted by the Board of Directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**SIXTH:** *[ADOPTION OF MERGER BY MERGING CORPORATION - COMPLETE ONLY ONE OF THE FOLLOWING]*

The Plan of merger was adopted by the shareholders of the merging corporation on December 22, 1999.

The Plan of Merger was adopted by the Board of Directors of the merging corporation on \_\_\_\_\_ and shareholder approval was not required.

**SEVENTH:** SIGNATURES FOR EACH CORPORATION:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed Name of Individual &amp; Title</u>
Maxamillion Cruises, Inc.		David Ross, President
Millamax Gaming Corp.		David Ross, President

## **PLAN OF MERGER**

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, in accordance with the laws of any other applicable jurisdiction of incorporation.

**FIRST:** The name and jurisdiction of the surviving corporation are:

**Name:** Maxamillion Cruises, Inc.      **Jurisdiction:** Florida

**SECOND:** The name and jurisdiction of each merging corporation are:

**Name:** Millamax Gaming Corp.      **Jurisdiction:** Florida

**THIRD:** The terms and conditions of the merger are as follows:

(a) In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (hereinafter defined), Millamax Gaming Corp. shall be merged (the "Merger") with and into Maxamillion Cruises, Inc. (the "Surviving Corporation"), the separate and corporate existence of Millamax Gaming Corp. shall cease, and the existence of Maxamillion Cruises, Inc. shall continue unaffected by the Merger under the laws of Florida under its present name. (Maxamillion Cruises, Inc. and Millamax Gaming Corp. are collectively referred to as the "Constituent Corporations").

(b) The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public, as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

**FOURTH:** The manner and basis of converting the shares of each Constituent Corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each Constituent Corporation into rights to acquire shares, obligations, or other securities of the Surviving or any other corporation or, in whole or in part, into cash of other property are as follows:

At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of the capital stock of Millamax Gaming Corp. shall be cancelled in consideration of the payment sum of Ten (\$10.00) Dollars and without any conversion; and

(b) Each issued and outstanding share of capital stock of the Surviving Corporation shall remain issued and outstanding.

Amendments to the Articles of Incorporation of the Surviving Corporation are indicated below or attached as an exhibit:       None

***OR***

Restated articles are attached:       None

Other provisions relating to the merger are as follows:

(a) The Merger shall become effective on the day that the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

(b) The Articles of Incorporation and By-Laws of the Surviving Corporation in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation and By-Laws of the Surviving Corporation.

(c) This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which shall constitute one and the same agreement.

(d) This Agreement shall be binding upon the successors and assigns of the Constituent Corporations.