

899000040525

ACCOUNT NO. : 072100000032

REFERENCE : 643236 11051A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 87.50

ORDER DATE : March 29, 2000

Merger

ORDER TIME : 2:16 PM

ORDER NO. : 643236-005

400003188764--5

CUSTOMER NO: 11051A

CUSTOMER: Mr. Robert .. Hunt
Hunt Cook Riggs Mehr & Miller,
Suite 401
2200 Corporate Boulevard N.w.
Boca Raton, FL 33431

ARTICLES OF MERGER

INTERLOTTO, INC.

INTO

FIRST GLOBAL SOLUTIONS INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2 CERTIFIED COPIES PLEASE)
 PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

AR
3/30/00

FILED
00 MAR 29 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAR 29 PM 3:14
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERLOTTO, INC., a DE corp not authorized to transact business in Fla

,

INTO

FIRST GLOBAL SOLUTIONS INC., a Florida entity, P99000040525

File date: March 29, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032 — Account charged: 87.50

ARTICLES OF MERGER

OF

**INTERLOTTO, INC.,
a Delaware corporation**

INTO

**FIRST GLOBAL SOLUTIONS INC.,
a Florida corporation**

FILED
00 MAR 29 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger are as follows:
 - a. FIRST GLOBAL SOLUTIONS INC., a Florida corporation, is a party to the merger and shall be the surviving corporation;
 - b. INTERLOTTO, INC., a Delaware corporation, is a party to the merger and shall be merged into FIRST GLOBAL SOLUTIONS INC., a Florida corporation.
2. With respect to FIRST GLOBAL SOLUTIONS INC., a Florida corporation, as the surviving corporation, there shall be no changes in the Articles of Incorporation to be effected by the merger.
3. As to each of the corporations to the merger, the date of adoption of the Plan of Merger by the shareholders of each constituent corporation by unanimous written consent (i) in accordance with the provisions of Section 607.0704 of the Florida Statutes, in the case of FIRST GLOBAL SOLUTIONS INC., a Florida corporation; and (ii) in accordance with the provisions of Section 228 of the Delaware General Corporation Act, in the case of INTERLOTTO, INC., a

Delaware corporation, was March 28, 2000.

4. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by this reference.

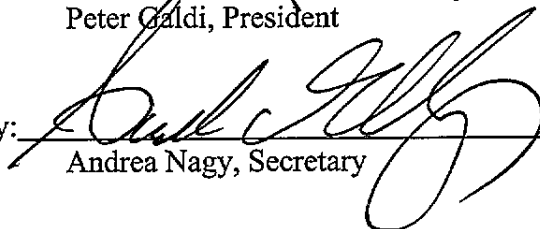
5. These Articles of Merger shall be effective on the date they are filed with the Secretary of State for the State of Florida.

6. FIRST GLOBAL SOLUTIONS INC., a Florida corporation as the surviving corporation of this merger consents to being served with process in Delaware in any proceeding for enforcement of any obligation of INTERLOTTO, INC., a Delaware corporation, or of any obligation of the said surviving corporation, arising from the merger, including suit for appraisal rights under Section 8-262 of the Delaware General Corporation Act. The Secretary of State of Delaware is hereby appointed agent for service of such service of process. The address to which the Secretary of State of Delaware shall send such service is c/o Robert J. Hunt, Esq., 2200 Corporate Boulevard, NW, Ste. 401, Boca Raton, Florida 33431.

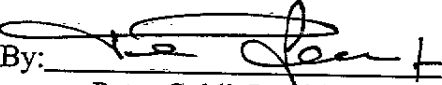
Executed and subscribed at Boca Raton, Florida on March 28, 2000.

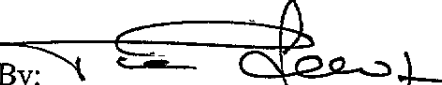
FIRST GLOBAL SOLUTIONS INC., a
Florida corporation

By: 
Peter Galdi, President

By: 
Andrea Nagy, Secretary

INTERLOTTO, INC., a Delaware corporation

By: 
Peter Galdi, President

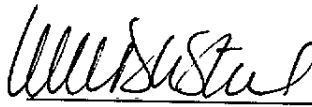
By: 
Peter Galdi, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Merger were acknowledged and subscribed before me by Peter Galdi, as president and Andrea Nagy, as secretary, of First Global Solutions Inc., a Florida corporation on behalf of the corporation, this 28th day of March, 2000.



M'Donna Steel
My Commission CC574272
Expires Aug. 04, 2000



Notary Public*

Print Name: M'Donna Steel

Serial Number: _____

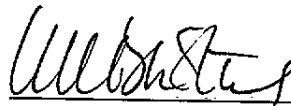
My commission expires:

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Merger were acknowledged and subscribed before me by Peter Galdi, as president and secretary, of InterLotto, Inc., a Delaware corporation on behalf of the corporation, this 28th day of March, 2000.



M'Donna Steel
My Commission CC574272
Expires Aug. 04, 2000



Notary Public

Print Name: M'Donna Steel

Serial Number: _____

My commission expires:

PLAN OF MERGER

The following sets forth the Plan of Merger made as of this 28th day of March, 2000 by and between FIRST GLOBAL SOLUTIONS INC. ("FIRST GLOBAL"), a Florida corporation, and INTERLOTTO, INC. ("INTERLOTTO"), a Delaware corporation.

PRELIMINARY STATEMENT

- A. INTERLOTTO is a corporation organized and incorporated under the laws of the State of Delaware on May 15, 1991.
- B. FIRST GLOBAL is a corporation organized and incorporated under the laws of the State of Florida on April 30, 1999.
- C. The parties to this Plan of Merger have determined to merge INTERLOTTO into FIRST GLOBAL.
- D. Accordingly, they have recommended and adopted this Plan of Merger so that the corporations may be merged in accordance with the terms of this Plan.

TERMS

In consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties establish the following Plan of Merger:

1. Surviving Corporation. INTERLOTTO shall be merged into FIRST GLOBAL, which shall be the surviving corporation. FIRST GLOBAL shall sometimes be referred to herein as the "Surviving Corporation". INTERLOTTO shall sometimes be referred to herein as the "Merged Corporation").

2. Terms and Conditions. The Merged Corporation shall be merged into the Surviving Corporation. The Surviving Corporation shall succeed to all of the assets and business

of the Merged Corporation, and shall continue and assume liability for the ongoing obligations of the Merged Corporation. The Surviving Corporation shall operate the businesses of the Merged Corporation.

3. Conversion of Shares.

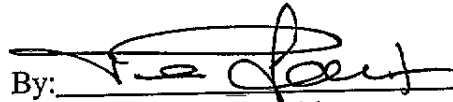
a. Each share of the issued and outstanding common stock of the Merged Corporation shall entitle the holder thereof to the same number of shares of the common stock of the Surviving Corporation, which shares shall be fully paid and nonassessable. All shares of the Merged Corporation shall cease to exist and certificates for such shares shall be cancelled.

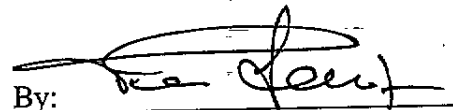
b. Each share of the Surviving Corporation common stock issued and outstanding prior to the date of the merger shall remain issued and outstanding without change.

4. Articles of Incorporation of Surviving Corporation. There shall be no change in the articles of incorporation of the Surviving Corporation as a result of this merger.

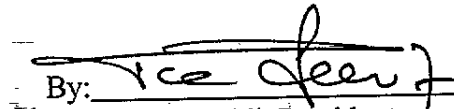
5. Tax Free Reorganization. The boards of directors of the Surviving Corporation and the Merged Corporation deem it advisable and in the best interest of each of such corporations and of their respective shareholders for the merger to take place pursuant to the Florida Business Corporation Act and the Delaware General Corporation Act in a transaction intended to qualify as a reorganization as that term is used in Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and more specifically as a statutory merger pursuant to Section 368(a)(1)(A) of the Code.

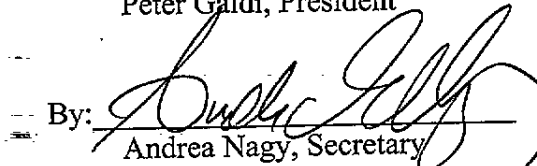
INTERLOTTO, INC.,
a Delaware corporation

By: 
Peter Galdi, President

By: 
Peter Galdi, Secretary

FIRST GLOBAL SOLUTIONS INC.
a Florida corporation

By: 
Peter Galdi, President

By: 
Andrea Nagy, Secretary