

LAW OFFICES

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P98000002845

November 30, 1998

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32314

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****113.75 ****113.75

Re: Ybor City Shuttle Systems, Inc.
Raven Moon Entertainment, Inc.
International Resorts and Entertainment Group, Inc.

FILED
98 DEC 31 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed please find an original and one copy of the Articles of Merger and Plan of Merger in the above-captioned matter for filing with your division. Please return one certified copy of the Articles to me for my file.

Also enclosed is a check in the amount of \$113.75 for the following costs:

Filing Fees	\$105.00
Certified Copy	\$ 8.75
	\$113.75

Thank you for your cooperation in this matter.

Sincerely,



John G. Pierce

JGP:ams
Enclosure

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OK
P98000002845
mms + PC
7/10

ARTICLES OF MERGER
Merger Sheet

MERGING:

P96000039664, INTERNATIONAL RESORTS AND ENTERTAINMENT GROUP,
INC., a Florida corporation and P97000004650, RAVEN MOON
ENTERTAINMENT, INC.,

a Florida corporation

INTO

YBOR CITY SHUTTLE SERVICE, INC. which changed its name to

RAVEN MOON INTERNATIONAL, INC., a Florida corporation, P98000002845

File date: December 31, 1998

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
OF
RAVEN MOON ENTERTAINMENT, INC., a Florida corporation,
with
YBOR CITY SHUTTLE SERVICE, INC., a Florida corporation
with
INTERNATIONAL RESORTS AND ENTERTAINMENT GROUP, INC.,
a Florida corporation,

ARTICLES OF MERGER between Raven Moon Entertainment, Inc., a Florida corporation, Ybor City Shuttle Service, Inc., a Florida corporation, and International Resorts and Entertainment Group, Inc., a Florida corporation.

Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Act") Ybor City Shuttle Service, Inc., Raven Moon Entertainment, Inc. and International Resorts and Entertainment Group, Inc. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated November 3, 1998, between Ybor City Shuttle Service, Inc., Raven Moon Entertainment, Inc. and International Resorts and Entertainment Group, Inc. was approved and adopted by the shareholders of Ybor City Shuttle Service, Inc. on October 21, 1998 and by Raven Moon Entertainment Inc. and International Resorts Entertainment Group, Inc. on November 16, 1998.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Raven Moon Entertainment, Inc. and International Resorts and Entertainment Group, Inc.'s stock will be acquired by means of a merger of International Resorts and Entertainment Group, Inc. into Ybor City Shuttle Service, Inc., the surviving corporation, whose name shall be changed to Raven Moon International, Inc.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

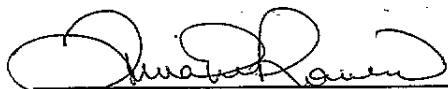
4. Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

5. The Articles of Incorporation of the surviving corporation are hereby amended to increase the capitalization from fifty million shares of common stock to one hundred million shares of common stock having a par value of \$0.0001 per share. The authorized preferred stock shall remain at fifty million shares having a par value of \$0.0001 per share.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

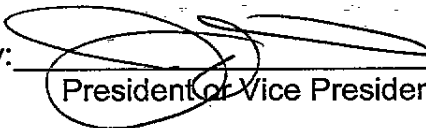
IN WITNESS WHEREOF, the parties have set their hands this 18th day of December, 1998.

ATTEST:


(Corporate Seal)

RAVEN MOON ENTERTAINMENT, INC.
A Florida corporation

By:


President or Vice President

ATTEST:

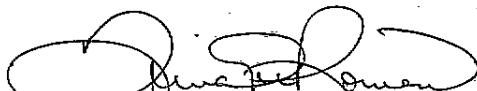

(Corporate Seal)

INTERNATIONAL RESORTS AND
ENTERTAINMENT GROUP, INC.
A Florida corporation

By:


President or Vice President

ATTEST:


(Corporate Seal)

YBOR CITY SHUTTLE SERVICE, INC.
A Florida corporation

By:


President or Vice President

PLAN OF MERGER
OCTOBER 21, 1998

Merger between YBOR CITY SHUTTLE SERVICE, INC., (the "Surviving Corporation") and RAVEN MOON ENTERTAINMENT, INC. and INTERNATIONAL RESORTS AND ENTERTAINMENT, INC., (the "Disappearing Corporations"), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with § 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as previously amended and in effect immediately before the Effective Date of this Merger (the "Effective Date") shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date with the only amendment being the increase of the authorized common stock from fifty million shares to one hundred million shares at the par value of \$0.0001 per share.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Raven Moon Entertainment, Inc.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of common stock of the Surviving Corporation. Upon the Effective Date, each share of International Resorts and Entertainment, Group, Inc.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one-fifteenth shares of the Surviving Corporation. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's stock.

3. Satisfaction of Rights of Disappearing Corporations Shareholders. All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporations' stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of the Surviving Corporation's stock will not be issued. The amount of shares due to each shareholder shall be rounded to the nearest whole number of shares.

5. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Corporations shall cease, and the Surviving Corporation shall be fully vested in Disappearing Corporations' rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in § 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporations, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

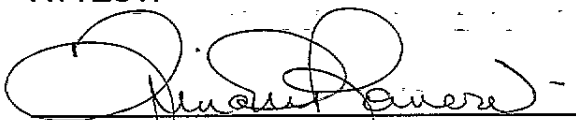
7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, the three corporations who are parties to this Merger shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with § 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date" which shall be the filing date of the Articles of Merger.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with § 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of October 21, 1998.


ATTEST:


(Corporate Seal)


RAVEN MOON ENTERTAINMENT, INC.
A Florida corporation

By: 
President or Vice President

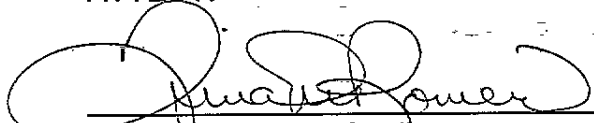
ATTEST:


(Corporate Seal)


INTERNATIONAL RESORTS AND
ENTERTAINMENT GROUP, INC.
A Florida corporation

By: 
President or Vice President

ATTEST:


(Corporate Seal)

YBOR CITY SHUTTLE SERVICE, INC.
A Florida corporation

By: 
President or Vice President