

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_)\*

POINTS INTERNATIONAL LTD.

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

730843

-----  
(CUSIP Number)

DECEMBER 31, 2005

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSON **MARC LAVINE**  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(See Instructions) (b) [ ]

3. S.E.C. USE ONLY

4. CITIZENSHIP OR PLACE OR ORGANIZATION **CANADA**

5. SOLE VOTING POWER  
NUMBER OF 1,277,193

6. SHARED VOTING POWER  
SHARES 6,034,790  
BENEFICIALLY

7. SOLE DISPOSITIVE POWER  
OWNED BY EACH 1,277,193  
REPORTING

8. SHARED DISPOSITIVE POWER  
PERSON WITH 6,034,790

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,311,983

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.6%

12. TYPE OF REPORTING PERSON (See Instructions)  
IN

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1. NAME OF REPORTING PERSON THE EYELAND CORPORATION  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(See Instructions) (b) [ ]  
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3. S.E.C. USE ONLY  
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4. CITIZENSHIP OR PLACE OR ORGANIZATION CANADA  
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5. SOLE VOTING POWER  
-----  
NUMBER OF  
SHARES

6. SHARED VOTING POWER  
6,034,790  
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7. SOLE DISPOSITIVE POWER  
-----  
BENEFICIALLY  
OWNED BY EACH  
REPORTING

8. SHARED DISPOSITIVE POWER  
6,034,790  
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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,034,790  
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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES  
(See Instructions) [ ]  
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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
6.3%  
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12. TYPE OF REPORTING PERSON (See Instructions)  
CO  
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ITEM 1(a) NAME OF ISSUER  
Points International Ltd.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
800 - 179 John Street  
Toronto, Ontario, Canada M5T 1X4

ITEM 2(a) NAME OF PERSON FILING  
Marc Lavine and The Eyeland Corporation (the "Reporting Persons")

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OR, IF NONE, RESIDENCE  
Marc Lavine: 5 rue de Medicis  
75006 Paris France  
  
The Eyeland Corporation: 20 Saintfield Avenue  
Toronto, Ontario, Canada M3C 2M5

ITEM 2(c) CITIZENSHIP  
Canada

ITEM 2(d) TITLE OF CLASS OF SECURITIES  
Common Shares

ITEM 2(e) CUSIP NUMBER  
730843

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b)  
OR (c), CHECK WHETHER THE PERSON FILING IS A:

(a)  Broker or dealer registered under Section 15 of the  
Exchange Act;

(b)  Bank as defined in Section 3(a)(6) of the Exchange Act;

(c)  Insurance company as defined in Section 3(a)(19) of the  
Exchange Act;

(d)  Investment company registered under Section 8 of the  
Investment Company Act;

(e)  An investment adviser in accordance with Rule  
13d-1(b)(1)(ii)(E);

(f)  An employee benefit plan or endowment fund in accordance  
with Rule 13d-1(b)(1)(ii)(F);

(g)  A parent holding company or control person in accordance  
with Rule 13d-1(b)(1)(ii)(G);

(h)  A savings association as defined in Section 3(b) of the  
Federal Deposit Insurance Act;

(i)  A church plan that is excluded from the definition of an  
investment company under Section 3(c)(14) of the  
Investment Company Act; or

(j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4 OWNERSHIP

- (a) AMOUNT BENEFICIALLY OWNED:  
Marc Lavine: 7,311,983 Common Shares  
The Eyeland Corporation: 6,034,790 Common Shares
- (b) PERCENT OF CLASS:  
Marc Lavine: 7.6%  
The Eyeland Corporation: 6.3%
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
  - (i) SOLE POWER TO VOTE OR DIRECT THE VOTE  
Marc Lavine: 1,277,193
  - (ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE:  
Marc Lavine: 6,034,790  
The Eyeland Corporation: 6,034,790
  - (iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION:  
Marc Lavine: 1,277,193
  - (iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION:  
Marc Lavine: 6,034,790  
The Eyeland Corporation: 6,034,790

Marc Lavine has direct beneficial ownership of 1,277,193 Common Shares, which includes 737,550 Common Shares issuable upon exercise of currently exercisable stock options. By virtue of his control over The Eyeland Corporation, Marc Lavine is deemed to share beneficial ownership of an additional 6,034,790 Common Shares for total beneficial ownership of 7,311,983 Common Shares. The Eyeland Corporation has direct beneficial ownership of 6,034,790 Common Shares, which it shares with Marc Lavine.

The aggregate percentage of shares of Common Stock of the Issuer reported beneficially owned by the Reporting Persons is based upon 94,434,528 Common Shares issued and outstanding as of December 31, 2005. Assuming exercise of all Marc Lavine's options to purchase 737,500 Common Shares, there would be 95,172,028 shares of Common Stock issued and outstanding.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS IF THIS STATEMENT IS BEING FILED TO REPORT THE FACT THAT AS OF THE DATE HEREOF THE REPORTING PERSON HAS CEASED TO BE THE BENEFICIAL OWNER OF MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES, CHECK THE FOLLOWING:

Not applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10 CERTIFICATION

By signing below the Reporting Persons certify that, to the best of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 10, 2006

MARC LAVINE

/s/ Marc Lavine

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THE EYELAND CORPORATION

By: /s/ Marc Lavine

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Name: Marc Lavine

Title: President