

54 7724

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MED FLORIDA ACQUISITION, INC., a Florida corporation, P97000000738

INTO

MED MSI FLORIDA, INC., a Florida corporation, 547724

File date: February 24, 1997

Corporate Specialist: Linda Stitt

547724

2/24/97

FLORIDA DIVISION OF CORPORATIONS  
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CONTACT: MS. ROSE MARIE WALLACE

PHONE: (407) 426-2360

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NAME: MED MSI FLORIDA, INC.

AUDIT NUMBER.....H9700003145

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STATE OF FLORIDA

*Corporation  
Linda*

STATE  
TALLAHASSEE, FLORIDA

97 FEB 24 PM 4:13

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February 24, 1997

MED MSI FLORIDA, INC.  
152 LINCOLN AVE  
WINTER PARK, FL 32789

SUBJECT: MED MSI FLORIDA, INC.  
REF: 547724

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please specify the name of the surviving corporation.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each 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 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 or other property.

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Linda Stitt  
Corporate Specialist

FAX Aud. #: H97000003145  
Letter Number: 897A00O09594

**ARTICLES OF MERGER  
OF  
MED FLORIDA ACQUISITION, INC.  
INTO  
MED MSI FLORIDA, INC.**

97 FEB 24 PM 4:13  
FILED  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 of the Florida Statutes, the undersigned corporations, Med Florida Acquisition, Inc., a Florida corporation ("Med Florida"), and Med MSI Florida, Inc., a Florida corporation ("Corporation"), do hereby adopt the following Articles of Merger for the purpose of merging Med Florida with and into the Corporation:

**ARTICLE I**  
**Plan of Merger**

A Reorganization Agreement and Plan of Merger dated as of January 1, 1997, setting forth the terms and conditions of the merger of Med Florida with and into the Corporation is attached hereto and incorporated herein by reference.

**ARTICLE II**  
**Adoption of Plan**

A Reorganization Agreement and Plan of Merger was approved by the sole shareholder of Med Florida as of January 1, 1997, and by the sole shareholder of the Corporation as of January 1, 1997.

**ARTICLE III**  
**Effective Date**

The Merger shall be effective at 12:01 a.m. on January 1, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers as of the 1st day of January, 1997.

**MED FLORIDA ACQUISITION, INC.,**  
**a Florida corporation**

By William L. Hutton  
William L. Hutton, M.D., President

Prepared by: Laurence, C. Hames, Esq.  
P.O. Box 3829  
Orlando, FL 32801  
(407) 426-2360  
Fl Bar #237914

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**MED MSI FLORIDA, INC.**  
*a Florida corporation*

By: Ronald J. Amalong  
Ronald J. Amalong, M.D., President

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PLAN OF MERGER OF  
MED FLORIDA ACQUISITION, INC. WITH AND INTO  
MED MSI FLORIDA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. MED FLORIDA ACQUISITION, INC., a Florida corporation ("Med Florida"), shall merge with and into MED MSI FLORIDA, INC. a Florida corporation ("Med MSI"), with MED MSI FLORIDA, INC. as the surviving corporation.

2. Upon the consummation of the merger of Med Florida with and into Med MSI, the separate existence of Med Florida shall cease. Med MSI, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Med MSI shall not be affected by the merger and upon the merger, Med MSI, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Med Florida prior to the merger as provided in §607.1106 of the Florida Statutes. Further, as provided in §607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Med Florida shall be preserved and remain unimpaired by the merger, all liens upon the properties of Med Florida shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Med Florida shall henceforth attach to Med MSI and may be enforced against Med MSI to the same extent as if such obligations and duties has been incurred by Med MSI. Additionally, any existing claim or action or proceeding pending by or against Med Florida or Med MSI may be continued as if the merger did not occur or Med MSI may be substituted in such proceedings for Med Florida.

3. The manner and basis of converting the shares of Med Florida and Med MSI into shares of the surviving corporation are as follows:

a. Upon the merger becoming effective, and without any action on the part of the holder thereof, all shares of common stock of Med MSI issued and outstanding immediately before the effective time of the merger shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares of common stock of Med MSI shall thereafter cease to have any rights with respect to such shares of common stock, except the right to receive, without interest, 934.16 validly issued, fully paid and nonassessable shares of common stock of MEDSYNERGIES, INC., a Texas corporation (which is the sole shareholder of Med Florida) for each one share of the one hundred issued and outstanding shares of common stock of Med MSI held by such shareholder prior to the effective time of the merger.

b. Each share of common stock of Med MSI held in treasury of Med MSI, if any, at the effective time of the merger, by virtue of the merger, shall cease to be outstanding and shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

c. Upon the merger becoming effective, each one share of Med Florida common stock issued and outstanding as of the effective time of the merger shall be surrendered in exchange for one share of validly issued, fully paid and nonassessable common stock of the surviving corporation.

d. Notwithstanding the foregoing, no fractional shares of common stock of MEDSYNERGIES, INC. will be issued and each stockholder entitled to receive a fractional share of common stock of MEDSYNERGIES, INC. but for this provision will be entitled to receive a cash payment in lieu thereof reflecting the stockholders' proportionate interest in a share of common stock of MEDSYNERGIES, INC. multiplied by the market value of such share at the effective time of the merger. The total cash consideration that will be paid in lieu of issuing fractional shares of MEDSYNERGIES, INC. common stock may not exceed one percent of the total fair market value of the MEDSYNERGIES, INC. common stock to be issued.

4. The Articles of Incorporation and Bylaws of Med MSI in effect at the time of the merger shall be the Articles of Incorporation and Bylaws of the surviving corporation.

5. The effective date of the merger shall be as of the 24th day of February, 1997.