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TALLAHASSEE, FLORIDA

Rs 9/11/03
NE

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MDVIP, Inc.
(Name of corporation)

DOCUMENT NUMBER: F01000004905

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Darin S. Engelhardt
(Name of person)

MDVIP, Inc.
(Name of firm/company)

6401 Congress Avenue
(Address)

Boca Raton, Florida 33487
(City/state and zip code)

For further information concerning this matter, please call:

Darin S. Engelhardt at (561) 886-1486
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

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\$43.75 Filing Fee &
Certificate of Status

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\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

(Title)

Delaware

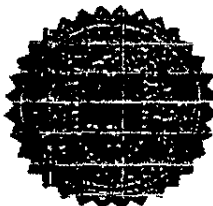
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"MDVIP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MDVIP NORTH AMERICA, INC." UNDER THE NAME OF "MDVIP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JULY, A.D. 2002, AT 9 O'CLOCK A.M.



3429035 8100M

030425758

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2540397

DATE: 07-22-03

AGREEMENT OF MERGER

OF

MDVIP, INC.

(a Delaware corporation)

AND

MDVIP NORTH AMERICA, INC.

(a Delaware corporation)

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/25/2002
020478381 - 3429035

AGREEMENT OF MERGER approved on July 22, 2002 by MDVIP, Inc., a business corporation of the State of Delaware ("MDVIP"), and by resolution adopted by its Board of Directors on said date, and approved on July 22, 2002 by MDVIP North America, Inc., a business corporation of the State of Delaware ("NA"), and by resolution adopted by its Board of Directors on said date.

WHEREAS MDVIP is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and Corporation Service Company

WHEREAS the total number of shares of stock which MDVIP has authority to issue is 10,000,000, all of which are of one class and of a par value of \$0.001 each; and

WHEREAS, NA is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and Corporation Service Company

WHEREAS the total number of shares of stock which NA has authority to issue is 20,000,000, all of which are of one class and of par value of \$0.001 each; and

WHEREAS MDVIP and NA and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge MDVIP with and into NA pursuant to the provisions of the General Corporation Law of the State of Delaware ("GCLD") upon the terms and conditions hereinafter set forth;

NOW THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of MDVIP and duly approved by a resolution adopted by the Board of Directors of NA, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

L. MDVIP and NA shall, pursuant to the provisions of the GCLD, be merged with and into a single corporation, to wit, MDVIP North America, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes

hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the GCLD.

The separate existing of MDVIP, which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said GCLD.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation, except that Article First relating to the name of the corporation is hereby amended and changed so as to read as follows at the effective time of the merger: "The name of the corporation is MDVIP, Inc.", and said Certificate of Incorporation, as herein amended and changed, shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the GCLD.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided in the manner prescribed by the provisions of the GCLD.

4. The directors and officers in office of the surviving corporation at the effective time of merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of merger, be converted into 0.00001333 shares, which shall be rounded to the nearest whole number, of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the GCLD, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

The Agreement of Merger shall become effective immediately upon filing with the Delaware Secretary of State.

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(FHA/DOJ 000 1000)

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated: July 22, 2002

MDVIP, INC.

By: Edward Goldman
Name: Edward Goldman, M.D.
Title: President

Dated: July 22, 2002

MDVIP NORTH AMERICA, INC.

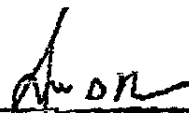
By: Edward Goldman
Name: Edward Goldman, M.D.
Title: President

SEP-11-2003(THU) 09:18 MDVIP

CERTIFICATE OF SECRETARY MDVIP NORTH AMERICA, INC.

The undersigned, being the Secretary of MDVIP North America, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: July 23, 2002



Andrew Ripps, Secretary of MDVIP North America, Inc.

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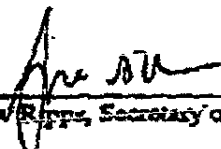
MDVIP

(FAX) 001 000 0000

CERTIFICATE OF SECRETARY MDVIP, INC.

The undersigned, being the Secretary of MDVIP, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: July 22nd, 2002



Andrew R. Ripp, Secretary of MDVIP, Inc.