

12/20/2002

15:00

CORPDIRECT → 2050380

NO. 646 001
Page 1 of 2**F02000000 6047**

Florida Department of State
Division of Corporations
Public Access System

*Attorney
Karen***Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000240063 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

RECEIVED**02 DEC 20 PM 4:19****DIVISION OF CORPORATIONS****MERGER OR SHARE EXCHANGE****DDS TECHNOLOGIES USA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

FILED
02 DEC 19 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/20/02
merge
SS

ARTICLES OF MERGER
Merger Sheet

MERGING:

:

BLACK DIAMOND INDUSTRIES, INC., a Florida corp., P98000052346

INTO

DDS TECHNOLOGIES USA, INC., a Delaware entity, F02000006047

File date: December 19, 2002

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 20, 2002

DDS TECHNOLOGIES USA, INC.
150 EAST PALMETTO PARK RD., STE. 510
BOCA RATON, FL 33432

SUBJECT: DDS TECHNOLOGIES USA, INC.
REF: F02000006047

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
12-19-02

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 add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H02000239629
Letter Number: 302A00066889

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
12-19-02

12/20/2002

16:00

CORPDIRECT → 2050380

NO. 646

004

H02000240063

FILED

02 DEC 19 PM 4:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
BLACK DIAMOND INDUSTRIES, INC.
(a Florida Corporation)
INTO
DDS TECHNOLOGIES USA, INC.
(a Delaware Corporation)**

Under Section 607.1104 of the
Florida Business Corporation Act

The undersigned, Joseph Fasciglione, being the Chief Financial Officer of Black Diamond Industries, Inc., a Florida corporation, and of DDS Technologies USA, Inc., a Delaware corporation, does hereby certify:

1. Black Diamond Industries, Inc. ("Black Diamond") is a corporation organized under the laws of the State of Florida which owns all of the issued and outstanding shares of DDS Technologies USA, Inc., a Delaware corporation, ("DDS Technologies").

2. The following plan of merger was adopted by the unanimous written consent of the board of directors of Black Diamond on November 18, 2002:

1. The name of the corporation to be merged is Black Diamond Industries, Inc., a Florida corporation ("Black Diamond"). The subsidiary corporation, DDS Technologies USA, Inc., a Delaware corporation, ("DDS Technologies") is the surviving corporation.

2. The designation and number of outstanding shares of DDS Technologies are 100 common shares, \$.0001 par value, each of which is entitled to one vote, and all of which are owned by Black Diamond, the

H02000240063

H02000240063

merging corporation. The designation and number of outstanding shares of Black Diamond are 13,911,150 common shares, \$.0001 par value, each of which is entitled to one vote. The number of shares of Black Diamond and DDS Technologies are not subject to change prior to the effective date of the merger.

3. The terms and conditions of the proposed merger are as follows:

(a) Upon the effective date, each issued and outstanding common share, par value \$.0001 per share, of Black Diamond owned of record shall be converted into a share of common stock, \$.0001 par value, of DDS Technologies, which shall be issued to each stockholder of DDS Technologies upon surrender to DDS Technologies of each shareholders' certificates formerly representing their common stock of Black Diamond. Additionally, each share of DDS Technologies owned by Black Diamond shall be cancelled.

(b) The directors and officers of Black Diamond on the effective date of the merger shall be the directors and officers of DDS Technologies.

(c) The bylaws of DDS Technologies on the effective date of the merger shall continue to be the bylaws of DDS Technologies.

(d) The effect of the merger shall be the effect described in Section 253 of the General Corporation Law of the State of Delaware and Section 607.11101 of the Business Corporation Act of the State of Florida.

4. The merger of Black Diamond into DDS Technologies is permitted by the laws of the state of Delaware and is in compliance therewith.

5. The merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida and of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

H02000240063

12/28/2002

16:00

CORPDIRECT → 2050380

NO. 646

006

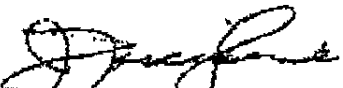
H02000240063

IN WITNESS WHEREOF, the undersigned hereby signs these Articles and affirms the statements made herein as true under the penalties of perjury this 19th day of December, 2002.

BLACK DIAMOND INDUSTRIES, INC.

By: 
Joseph Fasciglione, Chief Financial Officer

DDS TECHNOLOGIES USA, INC.

By: 
Joseph Fasciglione, Chief Financial Officer

BLD002701431 (CONS01.DOC)

H02000240063

AGREEMENT AND PLAN OF MERGER H02000240063**MERGER OF**

BLACK DIAMOND INDUSTRIES, INC.
(a Florida corporation)

INTO

DDS TECHNOLOGIES USA, INC.
(a Delaware corporation)

1. The name of the corporation to be merged is Black Diamond Industries, Inc., a Florida corporation ("Black Diamond"). The subsidiary corporation, DDS Technologies USA, Inc., a Delaware corporation, ("DDS Technologies") is the surviving corporation.

2. The designation and number of outstanding shares of DDS Technologies are 100 common shares, \$.0001 par value, each of which is entitled to one vote, and all of which are owned by Black Diamond, the merging corporation. The designation and number of outstanding shares of Black Diamond are 13,911,150 common shares, \$.0001 par value, each of which is entitled to one vote. The number of shares of Black Diamond and DDS Technologies are not subject to change prior to the effective date of the merger.

3. The terms and conditions of the proposed merger are as follows:

(a) Upon the effective date, each issued and outstanding common share, par value \$.0001 per share, of Black Diamond owned of record shall be converted into a share of common stock, \$.0001 par value, of DDS Technologies, which shall be issued to each stockholder of DDS Technologies upon surrender to DDS Technologies of each shareholders' certificates formerly representing their common stock of Black Diamond. Additionally, each share of DDS Technologies owned by Black Diamond shall be cancelled.

12/20/2002 16:00

CORPDIRECT → 2050380

H02000240063

(b) The directors and officers of Black Diamond on the effective date of the merger shall be the directors and officers of DDS Technologies.

(c) The bylaws of DDS Technologies on the effective date of the merger shall continue to be the bylaws of DDS Technologies.

(d) The effect of the merger shall be the effect described in Section 253 of the General Corporation Law of the State of Delaware and Section 607.1104 of the Business Corporation Act of the State of Florida.

4. The merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida and of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

H02000240063

H02000240063

ATTACHMENT OF OFFICERS AND DIRECTORS

DDS TECHNOLOGIES USA, INC.

Name	Position	Business Address
Ben Marcovitch	President, Chief Executive Officer and Director	150 East Palmetto Park Rd., Suite 510 Boca Raton, FL 33432
Joseph Fasciglione	Secretary, Chief Financial Officer and Treasurer	150 East Palmetto Park Rd., Suite 510 Boca Raton, FL 33432
Umberto Manola	Director	150 East Palmetto Park Rd., Suite 510 Boca Raton, FL 33432
Dr. Jacques DeGroote	Director	150 East Palmetto Park Rd., Suite 510 Boca Raton, FL 33432
Dr. Marc J. Mallis, M.D.	Director	150 East Palmetto Park Rd., Suite 510 Boca Raton, FL 33432

BFL0003 762826v1 (GCLM011.DOC)

H02000240063