

F03000005428

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

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.

((H03000308525 3)))

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 : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 OCT 31 PM 4:07

FILED

MERGER OR SHARE EXCHANGE

20-20 TECHNOLOGIES COMMERCIAL CORP.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

RECEIVED

03 OCT 31 PM 4:03

DIVISION OF CORPORATIONS

Electronic Filing Manual

Corporate Filing

Public Access Help

FILED
03 OCT 31 PM 4: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>20-20 Technologies Commercial Corp.</u>	<u>Delaware</u>	<u>F0300665428</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>20-20 Intellicon, Inc.</u>	<u>Florida</u>	<u>H55616</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 10 / 31 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on October 27, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 27, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Sixth: SIGNATURES FOR EACH CORPORATION

NAME OF CORPORATION

Discussion

Name or Printed Name of Individual & Title

FD-302 Intelligence, Inc.

20-20 Technologies

Commercial Corp.

JOHN F. MURPHY, JR., M.D., M.P.H.

James M. Reynolds, President

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Jurisdiction

20-20 Technologies Commercial Corp.

Delaware

Name _____

Jurisdiction

20-20 Intellicon, Inc.

Florida

See attachment.

See attachment.

(Attach additional sheets if necessary)

ATTACHMENT TO PLAN OF MERGER OF
20-20 INTELlicON, INC. INTO 20-20 TECHNOLOGIES COMMERCIAL CORP.

TERMS AND CONDITIONS OF MERGER

(a) On October 31, 2003 (the "Effective Date"), the separate existence of 20-20 Intellicon, Inc. (the "Merging Corporation") shall cease, and 20-20 Technologies Commercial Corp. (the "Surviving Corporation") shall succeed to all of the property, rights and other assets, and shall be subject to all of the liabilities of the Merging Corporation in the manner set forth in Section 607.1106 of the Florida Business Corporation Act and Section 259 of the Delaware General Corporation Law, without further action by either corporation.

(b) Prior to the Effective Date, the Merging Corporation and the Surviving Corporation (collectively, the "Constituent Corporations") shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Date, the Surviving Corporation shall determine that any further conveyance, assignment, or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, rights and other assets of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, rights and other assets, and otherwise to carry out the purposes of this Plan of Merger.

(c) Notwithstanding anything herein to the contrary, at any time prior to the Effective Date, the merger may be abandoned by the board of directors of either Constituent Corporation notwithstanding approval of the agreement by the stockholders of both or either of the Constituent Corporations in the manner determined by the board of directors of such corporation.

(d) Notwithstanding anything herein to the contrary, at any time prior to the Effective Date, this Agreement may be amended by the boards of directors of each of the Constituent Corporations; provided, however, that an amendment made subsequent to the adoption of this Plan of Merger by the stockholders of either Constituent Corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the certificate of incorporation of the Surviving Corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect such Constituent Corporation or the holders of any class or series thereof of such Constituent Corporation. In the event this Plan of Merger is amended after the filing of articles of merger with the Secretary of State of the State of Florida but before the Effective Date, amended articles of merger shall be filed prior to the Effective Date in accordance with the Florida Business Corporation Act.

ATTACHMENT TO PLAN OF MERGER OF
20-20 INTELICON, INC. INTO
20-20 TECHNOLOGIES COMMERCIAL CORP.
Page 2 of 2

CONVERSION OF SHARES.

(a) Each share of 20-20 Intellicon, Inc. Common Stock issued and outstanding immediately prior to the Effective Date shall be converted into 2/100,000ths (0.00002) fully paid and nonassessable shares of 20-20 Technologies Commercial Corp. Common Stock.

(b) Each share of 20-20 Intellicon, Inc. Preferred Stock issued and outstanding immediately prior to the Effective Date shall be converted into 2/1,000ths (0.002) fully paid and nonassessable shares of 20-20 Technologies Commercial Corp. Common Stock.

(c) Upon the Effective Date, each certificate nominally representing shares of stock of 20-20 Intellicon, Inc. shall for all purposes be deemed to evidence the ownership of the number of shares of the common stock of 20-20 Technologies Commercial Corp. as converted above. The holder of such certificates shall not be required immediately to surrender the same in exchange for certificates of common stock of 20-20 Technologies Commercial Corp., but, as certificates nominally representing shares stock of 20-20 Intellicon, Inc. are surrendered for transfer, 20-20 Technologies Commercial Corp. will cause to be issued certificates representing shares of common stock of 20-20 Technologies Commercial Corp., and, at any time upon surrender by any holder of certificates nominally representing shares of stock of 20-20 Intellicon, Inc., 20-20 Technologies Commercial Corp. will cause to be issued therefor certificates of shares of common stock of 20-20 Technologies Commercial Corp.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

No changes shall be made to the articles of incorporation of the surviving corporation as a result of this merger.

Other provisions relating to the merger are as follows:

None.