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MERGER OR SHARE EXCHANGE

Sentage Corporation

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**ARTICLES OF MERGER
MERGING
MH INVESTMENTS, INC.
INTO
SENTAGE CORPORATION**

Pursuant to Section 607 of the Florida Statutes

SENTAGE CORPORATION, a corporation organized and existing under the laws of Delaware, does hereby certify:

FIRST: The name of the merging entity is MH Investments, Inc., a Florida corporation.

SECOND: The name of the surviving entity is Sentage Corporation, a Delaware corporation.

THIRD: The merger of MH Investments, Inc. with and into Sentage Corporation is permitted by the General Corporation Law of the State of Delaware and by Florida Statutes.

FOURTH: The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A, has been duly approved by MH Investments, Inc. in accordance with the applicable provisions of Section 607 of the Florida Statutes.

FIFTH: The attached Agreement and Plan of Merger was approved by the Board of Directors of Sentage Corporation in accordance with the applicable laws of the State of Delaware on August 24, 2007.

SIXTH: Authorization and approval of the merger by the shareholders of MH Investments, Inc. and Sentage Corporation is not required.

SEVENTH: These Articles of Merger will be effective upon filing.

EIGHTH: The address of the surviving foreign entity is: 5775 Wayzata Boulevard, Suite 670, Minneapolis, Minnesota 55416. The surviving foreign business entity will file a statement of any subsequent change in its mailing address with the Florida Secretary of State.

NINTH: The surviving party agrees to pay to any shareholders of MH Investments, Inc. with appraisal rights the amount to which such shareholders are entitled under Section 607.1301 - 607.1333 of the Florida Statutes.

This the 24 day of August, 2007.

SENTAGE CORPORATION

By: 

Name: Todd M. Hamilton

Title: Vice President

Exhibit A

1-A55087C12

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
MH INVESTMENTS, INC.
INTO
SENTAGE CORPORATION**

Pursuant to Sections 103 and 253 of the General
Corporation Law of the State of Delaware

SENTAGE CORPORATION, a corporation organized and existing under the laws of Delaware, does hereby certify:

FIRST: That Sentage Corporation was incorporated on the 16th day of June, 1989, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Sentage Corporation owns one hundred percent (100%) of the outstanding shares of MH Investments, Inc., a corporation incorporated on the 20th day of June, 1983, pursuant to the laws of the State of Florida.

THIRD: That Sentage Corporation, by the following resolutions of its Board of Directors duly adopted by the unanimous written consent of its members, filed with the minutes of the Board of Directors on August 24, 2007, determined to and did merge into itself MH Investments, Inc.:

RESOLVED, That pursuant to Section 607 of the General Corporation Act of Florida and Section 253 of the General Corporation Law of the State of Delaware, this Corporation does merge into itself said MH Investments, Inc., and assume all its obligations; and

FURTHER RESOLVED, That the Certificate of Ownership and Merger and the Articles of Merger in the forms previously submitted to and reviewed by the directors of this Corporation, be, and the same hereby are, in all respects approved as being in the best interests of this Corporation; and

FURTHER RESOLVED, That the merger contemplated by these resolutions, as to its effectiveness on this Corporation, shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware pursuant to the General Corporation Law of the State of Delaware; and

FURTHER RESOLVED, That the officers of this Corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger and Articles of Merger in the manner and form provided by law, setting forth the resolutions to merge MH Investments, Inc. into this Corporation and to cause the same to be filed with the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida, as necessary, and to do all acts and

things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger; and

FURTHER RESOLVED, That any acts of the officers of this Corporation in connection with the transactions contemplated by the Certificate of Ownership and Merger and the Articles of Merger, and of any person or persons designated and authorized to act by any officer of this Corporation in furtherance of such issuance, which acts would have been authorized by the foregoing resolutions, except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted in all respects.

FOURTH: That Sentage Corporation shall be the surviving corporation.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, Sentage Corporation has caused this Certificate of Ownership and Merger to be signed by Todd M. Hamilton, its Vice President, and Mitchell E. Albert, its Assistant Secretary, this 24th day of August, 2007.

SENTAGE CORPORATION

By: 

Name: Todd M. Hamilton
Title: Vice President

ATTEST:

By: 

Mitchell E. Albert, Assistant Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement of Merger") is made and entered into as of August 24, 2007, by and between SENTAGE CORPORATION, a Delaware corporation ("Sentage") and MH INVESTMENTS, INC., a Florida corporation ("MHI"). Collectively Sentage and MHI are referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, MHI is a wholly-owned subsidiary of Sentage; and

WHEREAS, the Boards of Directors of the Constituent Corporations believe it is desirable and in the best interests of MHI to merge with and into Sentage (the "Merger").

NOW, THEREFORE, in consideration of the premises and the mutual agreements and covenants herein contained and in accordance with the applicable provisions of the General Corporation Law of Delaware including, but not limited to, Section 253, and the applicable provisions of the Florida Statutes including, but not limited to, Section 607 (collectively, the "Applicable Law"), the parties hereto agree and covenant that MHI shall be merged with and into Sentage, as follows:

1. **Terms and Conditions.** The obligations of MHI and Sentage to effect the Merger are subject to the Board of Directors of each of the Constituent Corporations adoption, authorization and approval of the Merger and this Agreement of Merger in accordance with Applicable Law.

Upon satisfaction of the above conditions, MHI shall be merged with and into Sentage, and Sentage shall continue its corporate existence under the laws of the State of Delaware as the surviving corporation. On the effective date of the Merger, the separate existence and corporate organization of MHI shall be terminated and shall cease, and Sentage shall assume all of the obligations of MHI.

2. **Mode of Carrying Terms and Conditions Into Effect.** The above terms and conditions shall be carried into effect as follows:

(a) This Agreement of Merger shall be submitted to the Board of Directors of each of the Constituent Corporations for its consideration and subsequent adoption, authorization and approval in accordance with Applicable Law;

(b) Subsequent to the adoption, authorization and approval by the Board of Directors of the Constituent Corporations, the appropriate officers of each Constituent Corporation shall execute, acknowledge and deliver this Agreement of Merger; and

(c) The appropriate officers of Sentage shall (i) execute, acknowledge, certify, record and file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, (ii) execute, acknowledge, certify, record and file Articles of Merger with the Secretary of State of the State of Florida, and (iii) do all other acts, sign all other documents, and pay all fees in connection with the Merger, as required by Applicable Law.

3. **Ownership of MHI Shares.** Sentage owns one hundred (100%) of the issued and outstanding shares of MHI.

4. **No Conversion of Shares.** On the effective date of the Merger, the issued and outstanding shares of capital stock of MHI shall thereupon, and without the surrender of stock certificates or any other action, be canceled. On the effective date of the Merger, the issued and outstanding shares of capital stock of Sentage shall not be converted, and each share that is issued and outstanding on such date shall continue to represent one issued and outstanding share of Sentage. Each such share shall continue to possess the same rights and limitations as it possessed prior to the effective date of the Merger, and no shares of the capital stock of Sentage or securities convertible into such shares shall be issued pursuant to the Agreement of Merger.

Subsequent to the effective date of the merger, MHI shall surrender the certificates evidencing the outstanding shares of capital stock of MHI to Sentage, or such other agent as shall be appointed by Sentage, for cancellation and inclusion in the stock book of Sentage.

3. **Articles or Certificate of Incorporation.** The Certificate of Incorporation, Bylaws, Board of Directors and Officers of Sentage in existence or in office immediately prior to the Merger shall be the Certificate of Incorporation, Bylaws, Board of Directors and Officers of Sentage, as the surviving corporation, immediately subsequent to the Merger.

4. **Effective Time.** The effective time of the Merger shall be when the Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware in accordance with Applicable Law.

5. **Other Provisions.**

(a) For the convenience of the parties and to facilitate any filing and recording of the Certificate of Ownership and Merger, any number of counterparts hereof may be executed, each of which shall be deemed to be an original of the Agreement of Merger or such Certificate, as the case may be, but all of which together shall constitute one and the same Agreement of Merger or Certificate, as the case may be.

(b) This Agreement of Merger shall be governed by the laws of the State of Delaware as to all matters.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, Sentage and MHI have caused this Agreement of Merger to be executed by their duly authorized officers, respectively, as of the day and year first above written.

MH INVESTMENTS, INC.

By: 

Name: Todd M. Hamilton
Title: Vice President

ATTEST:

By: 

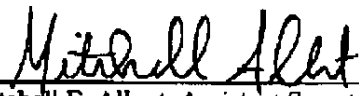
Mitchell E. Albert, Assistant Secretary

SENTAGE CORPORATION

By: 

Name: Todd M. Hamilton
Title: Vice President

The undersigned, Mitchell E. Albert, Assistant Secretary of Sentage Corporation, a Delaware corporation ("Sentage"), hereby certifies that the Agreement of Merger has been adopted pursuant to Sections 251(f) and 253 of the General Corporation Law of the State of Delaware.


Mitchell E. Albert, Assistant Secretary