

Document Number Only

F96000005127

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TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

000003083510--2
-12/29/99--01082--023
*****70.00 *****70.00

CORPORATION(S) NAME

Effective Date 12/31/99 Merger

HCO Network, Inc.
merging into: Medical Technology Consultants, Inc.

- ☐ Profit ☐ Amendment ☒ Merger
☐ NonProfit
☐ Limited Liability Company
☐ Foreign ☐ Dissolution/Withdrawal ☐ Mark

- ☐ Limited Partnership ☐ Annual Report ☐ Other
☐ Reinstatement ☐ Reservation ☐ Change of R.A.
☐ Limited Liability Partnership ☐ Fictitious Name
☐ Certified Copy ☐ Photo Copies ☐ CUS

- ☐ Call When Ready ☐ Call if Problem
☒ Walk In ☐ Will Wait
☐ Mail Out

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*00789,00721

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LAURA EARNES
99 DEC 29 PM 1:40
RECEIVED
99 DEC 29 PM 4:30
TALLAHASSEE, FLORIDA

00672

FILE SECOND

ARTICLES OF MERGER
Merger Sheet

MERGING:

HCO NETWORKS, INC., a Florida corporation V46385

,

into

MEDICAL TECHNOLOGY CONSULTANTS, INC., a Delaware entity
F96000005127

File date: December 30, 1999 , effective December 31, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 30, 1999

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301

SUBJECT: HCO NETWORKS, INC.
Ref. Number: V46385

We have received your document for HCO NETWORKS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 199A00060859

*Correction in spelling made.
Please backdate to 12/30.
Thanks! ☺ Laura*

RECEIVED
00 JAN -3 AM 9:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

Effective DATE
12/31/99

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 is:

<u>Name</u>	<u>Jurisdiction</u>
Medical Technology Consultants, Inc.	Delaware

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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
HCO Networks, Inc.	Florida

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 12 / 31 / 99 (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 _____.

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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/28/99
and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

HCO Networks, Inc.

Medical

Technology Consultants, Inc.

James Cusumano - Secretary

James Cusumano - Secretary

PLAN OF MERGER (Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Third: The terms and conditions of the merger are as follows:

Fourth: 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 are as follows:

(Attach additional sheets if necessary)

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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Medical Technology Consultants, Inc.</u>	<u>Delaware</u>

The name and jurisdiction of each subsidiary corporation is

<u>Name</u>	<u>Jurisdiction</u>
<u>HCO Networks, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Please see the attached Agreement and Plan of Merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Please see the attached Agreement and Plan of Merger.

AGREEMENT AND PLAN OF MERGER

* * * * *

AGREEMENT AND PLAN OF MERGER, dated this 31st day of December, 1999 (this "Agreement"), by and between Medical Technology Consultants, Inc., a Delaware corporation ("Parent"), and HCO Networks, Inc., a Florida corporation ("Subsidiary").

WITNESSETH:

WHEREAS, Subsidiary desires to merge with and into Parent (the "Merger"); and

WHEREAS, the Board of Directors of Parent and Subsidiary desire that such corporations merge;

NOW, THEREFORE, Parent and Subsidiary, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

FIRST: Parent owns all of the outstanding capital stock of Subsidiary.

SECOND: The name of the surviving corporation is Medical Technology Consultants, Inc.

THIRD: The designation and number of outstanding shares of each class and series and the voting rights thereof for Subsidiary are as follows:

Name of Subsidiary	Designation and Number of Shares in Each Class or Series Outstanding	Number of Shares Owned by Parent
HCO Networks, Inc.	4,673,076 shares of common stock, par value \$.001 per share	4,673,076

FOURTH: The Merger shall become effective on December 31, 1999 (the "Effective Time").

FIFTH: As of the Effective Time, Parent shall succeed to all rights, assets, liabilities and obligations of Subsidiary, and the separate existence of Subsidiary shall cease.

SIXTH: At the Effective Time, each share of capital stock of Subsidiary issued and outstanding shall, by reason of the Merger and without any action on the part of the holder thereof, be cancelled and no shares and no cash or other consideration shall be issued in exchange therefor.

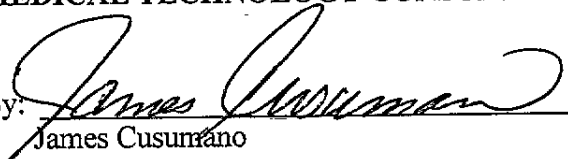
SEVENTH: The Certificate of Incorporation of Parent in existence and in effect immediately prior to the Effective Time shall remain in effect following the Effective Time, with no changes or amendments thereto as a result of the Merger.

EIGHTH: The By-laws of Parent in existence and in effect immediately prior to the Effective Time shall remain in effect following the Effective Time.

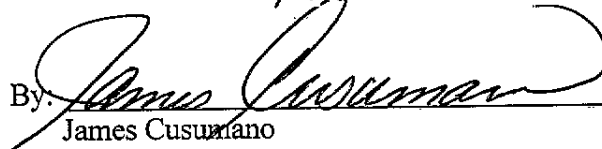
NINTH: The directors and officers of Parent immediately prior to the Effective Time shall be and constitute the directors and officers of Parent at the Effective Time.

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be executed by each party hereto as the respective act, deed and agreement of each of said corporations on this 31st day of December, 1999.

MEDICAL TECHNOLOGY CONSULTANTS, INC.

By: 
James Cusumano
Secretary and Treasurer

HCO NETWORKS, INC

By: 
James Cusumano
Secretary and Treasurer