

F99000003890

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-07/29/99--01037--020
*****70.00 *****70.00

CORPORATION(S) NAME

400002944844--2
-07/29/99--01037--021
*****8.75 *****8.75

e-well.com, Inc. (DE)

merging: Guide To Health, Inc. (FL)

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

07/29/99

C. COULLIETTE JUL 29 1999

FILE SECOND

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL 29 AM 11:29

RECEIVED

FILED
99 JUL 29 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GUIDE TO HEALTH, INC., a Florida corporation, P98000026931

INTO

E-WELL.COM, INC., a Delaware corporation, F99000003890

File date: July 29, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
GUIDE TO HEALTH, INC.,
a Florida Corporation

INTO

E-WELL.COM, INC.,
a Delaware Corporation

FILED
99 JUL 29 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law, Guide to Health, Inc., a Florida corporation, and e-well.com, Inc., a Delaware corporation, do hereby submit the following Articles of Merger.

1. The Agreement and Plan of Merger dated July 27, 1999 between Guide to Health, Inc., a Florida corporation, and e-well.com, Inc., a Delaware corporation, was approved and adopted by the sole shareholder of Guide to Health, Inc. on July 27, 1999 in accordance with the provisions of the Florida Business Corporation Act.

2. The merger of Guide to Health, Inc. with and into HealthScreen International, Inc. is permitted by the laws of State of Delaware and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the stockholders of e-well.com, Inc. was July 27, 1999.

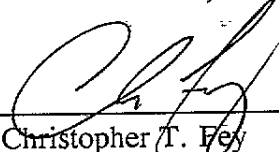
3. Pursuant to the Agreement and Plan of Merger, all issued and outstanding shares of Guide to Health, Inc.'s stock will be acquired by means of a merger of Guide to Health, Inc. into e-well.com, Inc. with e-well.com, Inc. being the surviving corporation.

4. The Agreement and Plan of Merger is attached as Exhibit A and is incorporated by reference as if fully set forth.

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

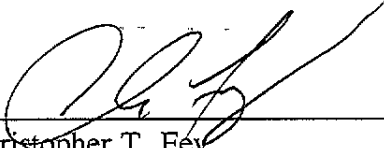
Executed on July 27, 1999.

GUIDE TO HEALTH, INC.

By: 
Christopher T. Fey
Chairman of the Board and Chief Executive
Officer

E-WELL.COM, INC.

By: _____


Christopher T. Fey
Chairman of the Board and Chief Executive
Officer

JK126595

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

OF

GUIDE TO HEALTH, INC.
(a Florida corporation)

AND

E-WELL.COM, INC.
(a Delaware corporation)

This AGREEMENT AND PLAN OF MERGER dated July 27, 1999 is made by and among Guide to Health, Inc., a Florida corporation, and e-well.com, Inc., a Delaware corporation.

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Guide to Health, Inc. and e-well.com, Inc. 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 Guide to Health, Inc. with and into e-well.com, Inc. pursuant to the provisions of the Florida Business Corporation Act, and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree as follows:

1. Guide to Health, Inc. and e-well.com, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, with e-well.com, Inc. being 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 General Corporation Law of the State of Delaware. The separate existence of Guide to Health, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Incorporation of e-well.com, Inc., shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of e-well.com, Inc. will be the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of e-well.com, Inc. at the effective time of the 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, upon the effective date of the merger, shall automatically and by operation of law be canceled. Each holder of an outstanding certificate representing shares of common stock of the Terminating Corporation shall surrender the same to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive one share of the common stock of the Surviving Corporation. All of the issued and outstanding shares of stock of the Surviving Corporation shall, at the effective date and thereafter, remain issued and outstanding and no consideration shall be issued in respect thereof.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the Terminating Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and to the stockholders of e-well.com, Inc. for its approval or rejection in the manner prescribed by the laws of the State of Delaware.

7. In the event that this Agreement and Plan of Merger shall be fully approved and adopted upon on behalf of the Terminating Corporation in accordance with the Florida Business Corporation Act, and upon on behalf of e-well.com, Inc. in accordance with the provisions of the General Corporation Law of the State of Delaware, 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 Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

8. 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 and Plan of Merger or of the merger herein provided for.

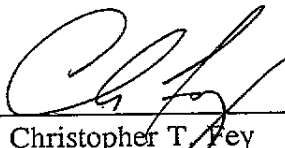
9. The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware and the State of Florida shall be upon filing of the Articles of Merger with the Secretary of State of Florida and the Certificate of Merger with the State of Delaware.

10. Notwithstanding the authorization of the merger by the shareholders of the Terminating Corporation or of the stockholders of the Surviving Corporation, the merger herein provided for may be abandoned at any time prior to the filing of Articles of Merger by the Secretary of State of Florida or the Secretary of State of the State of Delaware upon a majority vote of the Board of Directors of the Terminating Corporation or the Board of Directors of the Surviving Corporation, as applicable, of the entity desiring to abandon the merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of Guide to Health, Inc., by its Chief Executive Officer, and on behalf of e-well.com, Inc., by its Chief Executive Officer, this 27th day of July, 1999.

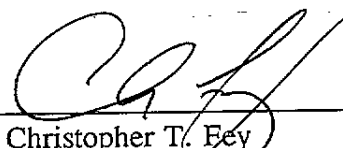
GUIDE TO HEALTH, INC.

By: _____


Christopher T. Fey
Chief Executive Officer

E-WELL.COM, INC.

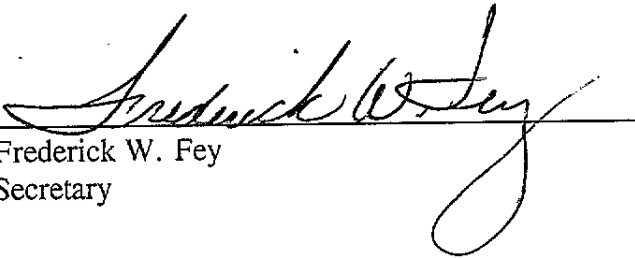
By: _____


Christopher T. Fey
Chief Executive Officer

CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of e-well.com, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan 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 27, 1999


Frederick W. Fey
Secretary

JK126594