

J 30130

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MERGER OR SHARE EXCHANGE

PRO-VISE MANAGEMENT GROUP, INC.

Certificate of Status	1
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Merger

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01-29-02 10:48am

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROVISE MERGER CORP., a Florida corporation, P02000002993

INTO

PRO-VISE MANAGEMENT GROUP, INC., a Florida entity, J30130

File date: January 29, 2002

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER
OF
PROVISE MERGER CORP.
INTO
PRO-VISE MANAGEMENT GROUP, INC.**

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

FIRST: The surviving corporation is Pro-Vise Management Group, Inc., a Florida corporation (the "Surviving Corporation").

SECOND: The merging corporation is Provise Merger Corp., a Florida corporation (the "Merging Corporation").

THIRD: The Plan of Merger is attached and made apart hereto.


FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State ("Effective Time").

FIFTH: The Plan of Merger was adopted by Board of Directors of the Surviving Corporation on January 10, 2002 and was approved by the shareholders on January 10, 2002.

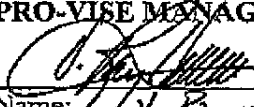
SIXTH: The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on January 10, 2002 and was approved by the sole shareholder on January 10, 2002.

January 28, 2002.

PROVISE MERGER CORP.


Douglas W. Hammond
Vice President

PRO-VISE MANAGEMENT GROUP, INC.


Name: V. Raymond Kendrick
Title: President/CEO

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**PLAN OF MERGER
OF
PROVISE MERGER CORP.
INTO
PRO-VISE MANAGEMENT GROUP, INC.**

The following plan of merger is submitted in compliance with section 607.1101,
F.S:

First: The surviving corporation is Pro-Vise Management Group, Inc., a Florida corporation (the "Surviving Corporation").

Second: The merging corporation is Provise Merger Corp., a Florida corporation (the Merging Corporation").

Third: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State ("Effective Time").

Fourth: Each share of common stock of Merging Corporation issued and outstanding at the Effective Time shall be converted into one share of common stock of the Surviving Corporation. Such newly issued shares shall constitute all of the issued and outstanding capital stock of the Surviving Corporation.

Fifth: Each share of common stock of Merging Corporation issued and outstanding at the Effective Time shall be converted into one share of common stock of the Surviving Corporation. Such newly issued shares shall constitute all of the issued and outstanding capital stock of the Surviving Corporation. All shares of the Surviving Corporation, by virtue of the merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall be cancelled and retired and shall cease to exist, and each holder of a certificate representing such shares shall thereafter cease to have any rights with respect to such shares.

Fifth: At the Effective Time, (i) the Certificate of Incorporation of Pro-Vise Management Group, Inc. as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation and, (ii) the By-laws of Pro-Vise Management Group, Inc. in effective prior to the Effective Time shall be the By-laws of the Surviving Corporation, in each case until amended in accordance with applicable law.

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