

L61422

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MERGER OR SHARE EXCHANGE

SCIENTIFIC RECORD MANAGEMENT INC

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ARTICLES OF MERGER

(Profit Corporations)

2008 OCT 21 AM 9:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Scientific Record Management Inc.	Florida	L61422

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SRC Merger Sub, Inc.	Florida	P08000083295
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____ / _____ / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 13, 2008

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 20, 2008

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

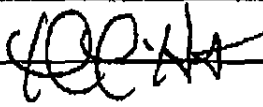
Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Scientific Record Management, I

Mei Mohr, Chairman & CEO

SRC Merger Sub, Inc.



Ronald J. Harper, President

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Scientific Record Management Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

SRC Merger Sub, Inc.

Florida

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

See Agreement and Plan of Merger, attached hereto as Exhibit A

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:

See Agreement and Plan of Merger, attached hereto as Exhibit A

(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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

EXHIBIT A
AGREEMENT OF MERGER

AGREEMENT OF MERGER

This Agreement of Merger (this "Merger Agreement") is made this 27th day of October, 2008 by and between SRC Merger Sub, Inc., a Florida corporation ("Merger Sub") and Scientific Record Management, Inc., a Florida corporation (the "Company").

WHEREAS, the respective Board of Directors and shareholders of the Company and the Merger Sub deem it advisable and in the best interests of the parties hereto, that the Merger Sub be merged into the Company under the laws of the State of Florida in the manner provided therefor pursuant to Section 607.1105 of the Florida Business Corporation Act and that the Company will survive such merger.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereto agree to merge upon the terms and conditions below stated:

1. Merger Sub will be merged with and into the Company and the separate corporate existence of Merger Sub will thereupon cease (the "Merger"). The Company will be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation") and will continue to be governed by the laws of the State of Florida, and the separate corporate existence of the Company with all its rights, privileges, immunities and franchises will continue unaffected by the Merger, except as set forth in Sections 3, 4 and 5. The Merger will have the effects specified in the Florida Business Corporation Act. Upon consummation of the Merger all the properties, rights, privileges, powers and franchises of the Company and Merger Sub shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Company and Merger Sub shall become the debts, liabilities and duties of the Surviving Corporation.

2. The Merger will become effective at the time when the Articles of Merger has been duly filed with the Secretary of State of the State of Florida or such other later time as will be agreed upon by the parties and set forth in the Articles of Merger in accordance with the Florida Business Corporation Act (the "Effective Time").

3. The articles of incorporation of Merger Sub as in effect immediately prior to the Effective Time will be the articles of incorporation of the Surviving Corporation, until duly amended as provided therein or by applicable law (the "Charter").

4. The bylaws of Merger Sub in effect at the Effective Time will be the bylaws of the Surviving Corporation (the "Bylaws").

5. The directors of Merger Sub and the officers of Merger Sub at the Effective Time will, from and after the Effective Time, continue as the directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Charter and the Bylaws.

6. At the Effective Time, each share of common stock, no par value per share, of Merger Sub (the "Buyer Stock") issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on the part of the holder thereof, be

converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation. Each certificate representing outstanding shares of Buyer Stock will from and after the Effective Time represent a number of shares of common stock of the Surviving Corporation determined by multiplying the number of shares of Buyer Stock represented by such certificate immediately prior to the Effective Time by one.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be duly executed as of the date first written above.

SRC MERGER SUB, INC.

By: 
Ronald Harper, its President

SCIENTIFIC RECORD MANAGEMENT, INC.

By: _____
Mel Mohr, its Chairman

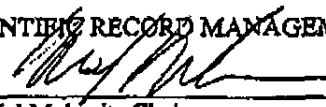
converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation. Each certificate representing outstanding shares of Buyer Stock will from and after the Effective Time represent a number of shares of common stock of the Surviving Corporation determined by multiplying the number of shares of Buyer Stock represented by such certificate immediately prior to the Effective Time by one.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be duly executed as of the date first written above.

SRC MERGER SUB, INC.

By: _____
Ronald Harper, its President

SCIENTIFIC RECORD MANAGEMENT, INC.

By:  _____
Mel Mohr, its Chairman