

M42675

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000027816 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : BROAD AND CASSEL - MIAMI
Account Number : I19990000191
Phone : (305) 373-9448
Fax Number : (305) 995-6410

RECEIVED
99 NOV -2 PM 3:20
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

HEALTHNET DATA LINK, INC.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

FILED
99 NOV -1 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF MERGER
Merger Sheet

MERGING:

HDL MERGERCO, INC., a Florida corporation, P99000090121

INTO

HEALTHNET DATA LINK, INC., a Florida entity, M42675

File date: November 1, 1999

Corporate Specialist: Darlene Connell

H99-27816 0

**ARTICLES OF MERGER
OF
HEALTHNET DATA LINK, INC.
AND
HDL MERGERCO, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, **HEALTHNET DATA LINK, INC.**, a Florida corporation (the "Surviving Corporation"), and **HDL MERGERCO, INC.**, a Florida corporation (the "Disappearing Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the Plan of Merger, dated as of October 29, 1999 between eHDL, Inc., a Florida corporation ("eHDL"), the Surviving Corporation, and the Disappearing Corporation, a wholly owned subsidiary of eHDL, setting forth the plan of merger whereby the Disappearing Corporation will merge with and into the Surviving Corporation (the "Plan of Merger").

2. **Effective Time.** The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective as of the date on which these Articles of Merger are filed by the Florida Department of State.

3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the sole shareholder and director of the Disappearing Corporation by written consent dated on October 29, 1999, and approved by the shareholders of the Surviving Corporation by written consent on October 29, 1999.

[SIGNATURES ON FOLLOWING PAGE]

THIS DOCUMENT PREPARED BY:
JOSEPH I. EMAS, ESQUIRE
FL BAR NO. 0004952
BROAD AND CASSEL
201 S. Biscayne Boulevard, Suite 3000
Miami, FL 33131
(305) 373-9423

H99-27816 0

FILED
99 NOV - 1 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99-27816 0

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of HealthNet Data Link, Inc., HDL Mergerco, Inc. and eHDL, Inc. by their respective duly authorized officers, as of the 29th day of October, 1999.

"SURVIVING CORPORATION"

HEALTHNET DATA LINK, INC.,
a Florida corporation

By: 

Kester J. Nedd, D.O.

Chairman of the Board and Chief Executive Officer

"DISAPPEARING CORPORATION"

HDL MERGERCO, INC., a Florida corporation

By: 

Kester J. Nedd, D.O., President

eHDL, INC., a Florida corporation

By: 

Kester J. Nedd, D.O.

Chief Executive Officer

NOV-02-1999 TUE 04:06 PM BROAD & CASSEL

FAX NO. 3053739443

P. 04/08

H99-27816 0

EXHIBIT A

PLAN OF MERGER

H99-27816 0

H99-27816 0

**PLAN OF MERGER
OF
HEALTHNET DATA LINK, INC.
AND
HDL MERGERCO, INC.**

THIS PLAN OF MERGER (the "Plan of Merger") is entered into this 29th day of October, 1999, by and between and eHDL, Inc., a Florida corporation ("eHDL"), HDL Mergerco, Inc. a Florida corporation (the "Disappearing Corporation") and a wholly owned subsidiary of eHDL, and HealthNet Data Link, Inc. a Florida corporation (the "Surviving Corporation"), as approved by the Boards of Directors and the shareholders of the Disappearing Corporation and the Surviving Corporation.

R E C I T A L S:

A. Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.

B. Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Florida.

C. Directors of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the shareholders of the Disappearing Corporation and Surviving Corporation, respectively.

D. Disappearing Corporation and Surviving Corporation have agreed that Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan of Merger and in order to consummate the transaction described above, Disappearing Corporation and Surviving Corporation, the constituent corporations to this Plan of Merger, and eHDL agree as follows:

1. Merger. Disappearing Corporation shall be merged with and into Surviving Corporation.

2. Filing and Effective Time. Surviving Corporation shall file with the Florida Department of State Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"). The effective date of the merger (the "Effective Date") shall be upon the filing of the Articles of Merger with the Florida Department of State.

3. Surviving Corporation. The Surviving Corporation shall continue its existence under the name "HealthNet Data Link, Inc." pursuant to the provisions of the Florida Act, and

H99-27816 0

shall succeed without other transfer to all the rights and properties of the Disappearing Corporation and shall be subject to all the debts and liabilities of the Disappearing Corporation in the same manner as if Surviving Corporation had incurred them in accordance with the laws of the State of Florida.

4. Disappearing Corporation. The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Terms of the Merger. On the Effective Date, each outstanding share of the common stock, \$1.00 per share, of the Surviving Corporation (the "Surviving Corporation Common Stock") shall be converted into and exchanged for 10 shares of the common stock, \$.01 par value, of eHDL (the "eHDL Common Stock"). On the Effective Date, all outstanding warrants and options to purchase shares of Surviving Corporation Common Stock shall, without any further action on the part of the holders thereof, be converted into an identical number of warrants or options to purchase shares of eHDL Common Stock on a 10-for-one basis (i.e., each warrant or option to purchase one share of Surviving Corporation Common Stock shall be converted into a warrant or option to purchase 10 shares of eHDL Common Stock, and the exercise price per share of each such warrant or option shall be adjusted accordingly). On the Effective Date, each share of common stock of the Disappearing Corporation outstanding immediately prior to the merger, and all rights in respect thereof, shall cease to exist and be cancelled.

6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

7. Bylaws. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

8. Directors and Officers. The directors and officers of the Surviving Corporation upon the Effective Date shall continue to be the directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election or appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

9. Approval. The transaction contemplated by this Plan of Merger has previously been submitted to and approved by the sole director and shareholder of the Disappearing Corporation and the Board of Directors and the holders of a majority of the outstanding shares of Surviving Corporation Common Stock. Subsequent to the execution of this Plan of Merger by the appropriate officers of the Disappearing Corporation and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Plan of Merger.

H99-27816 0

10. Amendment. This Plan of Merger may be amended with the approval of the Boards of Directors of Surviving Corporation and Disappearing Corporation at any time prior to the filing of this Plan of Merger with the Florida Department of State, provided that any amendment made subsequent to the adoption of this Plan of Merger by the shareholders of Disappearing Corporation or Surviving Corporation shall not (a) alter or change any term of the Articles of Incorporation of the Surviving Corporation or (b) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of Common Stock of the Surviving Corporation or Disappearing Corporation.
11. Governing Law. This Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida.
12. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.
13. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

[SIGNATURES ON FOLLOWING PAGE]


H99-27816 0

H99-27816 0

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Plan of Merger as of the date first above written.

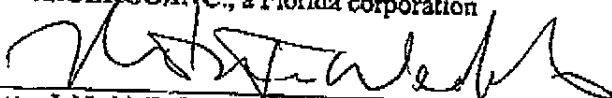
"SURVIVING CORPORATION"

HEALTHNET DATA LINK, INC.,
a Florida corporation


By: 
Kester J. Nedd, D.O.
Chairman of the Board and Chief Executive Officer

"DISAPPEARING CORPORATION"

HDL MERGERCO, INC., a Florida corporation

By: 
Kester J. Nedd, D.O., President

eHDL, INC., a Florida corporation

By: 
Kester J. Nedd, D.O.
Chief Executive Officer

MIA14CORPSECH171001.1
221550000 11/2/99 5:33 PM

H99-27816 0