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From: Nery C. Toledo, Legal Assistant

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Account Number : 075471001363
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DEAR FILING OFFICER: PLEASE FILE THIS DOCUMENT WITH AN EFFECTIVE DATE OF TODAY, FEBRUARY 14, 2000. THANK YOU. NERY C. TOLEDO, L. ASST.

MERGER OR SHARE EXCHANGE

RXFREEDOM, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

RXFREEDOM, INC., an Ohio corporation, not qualified in Florida

INTO

RXFREEDOM, INC., a Florida entity, P00000006390

File date: February 14, 2000

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations execute these Articles of Merger.

1. The corporations which are parties to the merger are RxFREEdom, Inc., an Ohio corporation, which is merging with and into RxFREEdom, Inc., a Florida corporation, which shall be the surviving corporation.

2. The Plan of Merger is set forth in the Agreement and Plan of Merger dated February 7, 2000, which is attached hereto as Exhibit "A."

3. The merger shall be effective immediately upon the later of the filing of a certificate of merger with the Secretary of State of Ohio in accordance with Section 1701.81 of the Ohio General Corporation Law, and the filing of these Articles of Merger with the Department of State of Florida.

4. The Agreement and Plan of Merger was approved by the shareholders of RxFREEdom, Inc., an Ohio corporation, on February 7, 2000, and by the sole shareholder of RxFREEdom, Inc., a Florida corporation, on February 7, 2000.

RxFREEdom, Inc., an Ohio corporation

By: 

President

RxFREEdom, Inc., a Florida corporation

By: 

President

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of February 7, 2000 (the "Agreement"), is entered into by and between RxFREEdom, Inc., an Ohio corporation ("Rx-Ohio") and RxFREEdom, Inc., a Florida corporation ("Rx-Florida").

RECITALS

A. Rx-Ohio has an aggregate authorized capital of 850 shares of common stock, no par value ("Rx-Ohio Common Stock"). On the date of this Agreement, there were 111 shares of Rx-Ohio Common Stock issued and outstanding.

B. Rx-Florida has an aggregate authorized capital of 21,000,000 shares, consisting of 20,000,000 shares of common stock, par value \$.001 per share ("Rx-Florida Common Stock"), and 1,000,000 shares of preferred stock, no par value per share ("Rx-Florida Preferred Stock"). On the date of this Agreement, there were 100 shares of Rx-Florida Common Stock issued and outstanding and no shares of Rx-Florida Preferred Stock issued and outstanding.

C. The respective Boards of Directors of Rx-Ohio and Rx-Florida believe that the best interests of Rx-Ohio and Rx-Florida and their respective shareholders will be served by the merger of Rx-Ohio with and into Rx-Florida under and pursuant to the provisions of this Agreement and the Ohio General Corporation Law and the Florida Business Corporation Act.

AGREEMENT

In consideration of the Recitals and of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. Merger. Rx-Ohio shall be merged with and into Rx-Florida (the "Merger").
2. Effective Date. The Merger shall become effective immediately upon the later of the filing of a certificate of merger with the Secretary of State of Ohio in accordance with Section 1701.81 of the Ohio General Corporation Law and the filing of articles of merger with the Department of State of Florida in accordance with Section 607.1105 of the Florida Business Corporation Act. The time of such effectiveness is hereinafter called the "Effective Date."
3. Surviving Corporation. Rx-Florida shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of Rx-Ohio shall cease.
4. Articles Of Incorporation. The Articles of Incorporation of Rx-Florida as they exist on the Effective Date shall be the Articles of Incorporation of Rx-Florida following the Effective

Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida.

5. Bylaws. The Bylaws of Rx-Florida as they exist on the Effective Date shall be the Bylaws of Rx-Florida following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.

6. Board of Directors and Officers. The members of the Board of Directors and the officers of Rx-Ohio immediately prior to the Effective Date shall be the members of the Board of Directors and the officers, respectively, of Rx-Florida following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

7. Retirement of Outstanding Rx-Florida Stock. Forthwith upon the Effective Date, each of the 100 shares of Rx-Florida Common Stock presently issued and outstanding shall be retired, and no shares of Rx-Florida Common Stock or other securities of Rx-Florida shall be issued in respect thereof.

8. Conversion of Outstanding Rx-Ohio Common Stock. Forthwith upon the Effective Date, each issued and outstanding share of Rx-Ohio Common Stock and all rights in respect thereof shall be converted into 10,000 fully paid and nonassessable shares of Rx-Florida Common Stock, and each certificate representing shares of Rx-Ohio Common Stock shall for all purposes be deemed to evidence the ownership of 10,000 shares of Rx-Florida Common Stock for each share of Rx-Ohio Common Stock represented by such certificate. After the Effective Date, each holder of an outstanding certificate representing shares of Rx-Ohio Common Stock shall surrender the same to Rx-Florida for cancellation, and each such holder shall be entitled to receive in exchange therefor a certificate(s) evidencing the ownership of 10,000 shares of Rx-Florida Common Stock for each share of Rx-Ohio Common Stock represented by the Rx-Ohio common stock certificate(s) surrendered to Rx-Florida.

9. Stock Options, Warrants and Convertible Preferred Stock. Forthwith upon the Effective Date, each stock option, stock warrant, convertible debt instrument and other right to subscribe for or purchase shares of Rx-Ohio Common Stock shall be converted into a stock option, stock warrant, convertible debt instrument or other right to subscribe for or purchase 10,000 shares of Rx-Florida Common Stock for each share of Rx-Ohio Common Stock which the holder was entitled to subscribe for or purchase, and each certificate, agreement, note or other document representing such stock option, stock warrant, convertible debt instrument or other right to subscribe for or purchase shares of Rx-Ohio Common Stock shall for all purposes be deemed to evidence the ownership of a stock option, stock warrant, convertible debt instrument or other right to subscribe for or purchase shares of Rx-Florida Common Stock.

10. Rights and Liabilities of Rx-Florida. On and after the Effective Date, and all in the manner of and as more fully set forth in Section 607.1106 of the Florida Business Corporation Act

17. Service Of Process. On and after the Effective Date, Rx-Florida agrees that it may be served with process in Ohio in any proceeding for enforcement of any obligation of Rx-Ohio or Rx-Florida arising from the Merger.

18. Designation of Ohio Secretary of State as Agent for Service of Process. On and after the Effective Date, Rx-Florida irrevocably appoints the Secretary of State of Ohio as its agent to accept service of process in any suit or other proceeding to enforce the rights of any shareholders of Rx-Ohio or Rx-Florida arising from the Merger. The Ohio Secretary of State is requested to mail a copy of any such process to Rx-Florida at c/o American Information Services, Inc., One S.E. 3rd Avenue, 28th Floor, Miami, FL 33133.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement and Plan of Merger to be executed by a duly authorized officer

RxFREEdom, Inc., an Ohio corporation

By: James H. Altmy
Its: President

RxFREEdom, Inc., a Florida corporation

By: James H. Altmy
Its: President