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Akron
Boca Raton
Canton
Cleveland
Columbus
Naples

June 8, 2001

Florida Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32313

**RE: Articles of Merger of Medxcite.Com, Inc., a Florida Corporation
into Medxcite, Inc., a Delaware Corporation**

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-06/14/01--01121--003
*****78.75 *****78.75

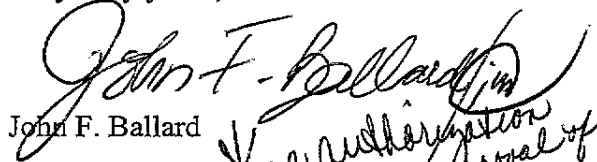
Ladies and Gentlemen:

Please find enclosed for filing Articles of Merger of Medxcite.Com, Inc, a Florida Corporation with and into Medxcite, Inc., a Delaware Corporation, together with a copy of the Plan and Agreement of Merger annexed thereto as Exhibit "A."

Our firm check in the amount of \$78.75 is attached for the filing fee.

Please return a certified copy of the Articles of Merger to the undersigned. You may address any questions concerning the enclosed to John F. Ballard at my direct dial number: (216) 615-7323, or by e-mail at: jballard@bdblaw.com. Thank you.

Very truly yours,


John F. Ballard

JFB:kmm
Enclosures

«CL2:126576_1»

*Gave authorization
to add approval of
shareholders 20.*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 14 PM 2:26

FILED

all 6/25 merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEDXCITE.COM, INC. A FLORIDA CORP., P00000052283

INTO

MEDXCITE, INC.. a Delaware entity not qualified in Florida

File date: June 14, 2001

Corporate Specialist: Anna Chesnut

ARTICLES OF MERGER
(Florida)
of
MEDXCITE.COM, INC., A FLORIDA CORPORATION
into
MEDXCITE, INC., A DELAWARE CORPORATION

Pursuant to Section 607.1105, Florida Statutes, the undersigned corporations, Medxcite, Inc., a Delaware corporation, and MedXcite.com, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging (the "Merger") MedXcite.com, Inc. into Medxcite, Inc.:

1. Plan of Merger. The Plan and Agreement of Merger ("Merger Agreement") setting forth the terms and conditions of the Merger is attached to these Articles as Exhibit A and incorporated herein by reference.

2. Adoption of Plan.

(a) MedXcite.com, Inc. adopted the Merger Agreement on January 10, 2001, by unanimous written consent of its Board of Directors and all shareholders.

(b) Medxcite, Inc. adopted the Merger Agreement on January 10, 2001, by unanimous written consent of its Board of Directors and unanimous approval of shareholders.

3. Effective Date. The Merger shall be effective on the filing of these Articles of Merger with the Florida Department of State; and the filing of a Certificate of Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be signed as of January 10, 2001.

MEDXCITE, INC.

By: _____

F. Thomas Godart, Chairman

MEDXCITE.COM, INC.

By: _____

F. Thomas Godart, President

01 JUN 14 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated January 10, 2001, is entered into pursuant to Section 252 of the General Corporation Law of Delaware, and Chapter 607, Florida Statutes, between **MEDXCITE, INC.**, a Delaware corporation ("Medxcite-Delaware" or the "Surviving Corporation") and **MEDXCITE.COM, INC.**, a Florida corporation ("Medxcite-Florida"; and together with Medxcite-Delaware, the "Constituent Corporations").

RECITALS:

A. Medxcite-Delaware's Certificate of Incorporation was filed with the Delaware Secretary of State on December 29, 2000. Medxcite-Delaware was formed for the sole purpose of facilitating the change in Medxcite-Florida's domicile of incorporation from Florida to Delaware. Medxcite-Delaware has issued no capital stock, and has conducted no business as of the date of this Agreement; and will not issue any capital stock, or conduct any business, until the merger (the "Merger") contemplated by this Agreement has become effective.

B. The Constituent Corporations desire to merge into a single corporation, with Medxcite-Delaware as the surviving corporation in the Merger.

NOW THEREFORE, the Constituent Corporations, in consideration of the agreements set forth below, prescribe the terms and conditions of the Merger, and the mode of carrying the Merger into effect, as follows:

FIRST: Medxcite-Delaware merges into itself Medxcite-Florida; and Medxcite-Florida merges itself into Medxcite-Delaware, which will be the surviving corporation in the Merger.

SECOND: The Certificate of Incorporation of Medxcite-Delaware, as in effect on the effective date of the Merger, will continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into shares or other securities of the Surviving Corporation is as follows:

(a) No shares of capital stock of the Surviving Corporation are issued or outstanding on the effective date of this Agreement; and none will be issued until after the Merger has become effective except pursuant to Paragraphs (b) and (c) of this Article Third.

(b) Each Common Share of Medxcite-Florida outstanding on the effective date of the Merger, and all rights in respect thereof, are immediately changed and converted, without further act, into 1/200th share of common stock, \$.001 par value per share, of the Surviving Corporation.

(c) After the effective date of the Merger, each holder of an outstanding certificate representing Common Shares of Medxcite-Florida will surrender such certificates to the Surviving Corporation; and each such holder will be entitled upon such surrender to receive the number of shares of common stock of the Surviving Corporation as provided above. Until so surrendered, the outstanding shares of the stock of Medxcite-Florida to be converted into stock of the Surviving Corporation, may be treated by the Surviving Corporation for all purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange had taken place.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The By-Laws of the Surviving Corporation as they exist on the effective date of the Merger will be the By-Laws of the Surviving Corporation until altered, amended and repealed.

(b) The directors and officers of the Surviving Corporation will continue in office until the next annual meeting of stockholders, and until their successors will have been elected and qualified.

(c) The Merger will become effective upon the filing of a Certificate of Merger with the Secretary of State of Delaware and a Certificate of the Secretary of Medxcite-Delaware as prescribed by the Delaware General Corporation Law; and the filing of Articles of Merger with the Secretary of State of Florida as prescribed by Section 607.1105(1) of the Florida Business Corporation Act.

(d) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Medxcite-Florida will be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and Medxcite-Florida will be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and Medxcite-Florida respectively. Medxcite-Florida agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver, or cause to be executed and delivered, all deeds and instruments, and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable, in order to vest in and confirm to the Surviving Corporation title to and possession of any property of Medxcite-Florida acquired or to be acquired by reason of or as a result of the Merger, and otherwise to carry out the intent and purpose of this Agreement. The officers and directors of Medxcite-Florida, and the officers and directors of the Surviving Corporation, are fully authorized, in the name of Medxcite-Florida or otherwise, to take any and all such actions.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of either Constituent Corporation at any time prior to the time that the Merger becomes effective. This Agreement may be amended

by the Boards of Directors of the Constituent Corporations at any time prior to the time that the Merger becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any Constituent Corporation, where such adoption is required by applicable law, will not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such Constituent Corporation.

IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, and stockholders or shareholders if required, have executed this Agreement as of the date set forth above.

MEDXCITE, INC. ("Surviving Corporation")

By _____

F. Thomas Godart, Chairman

MEDXCITE.COM, INC. ("Medxcite-Florida")

By _____

F. Thomas Godart, President