

P00000060007

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MERGER OR SHARE EXCHANGE

CHILDRECALL.COM, INC.

We need today's (6/22/2000) date for this filing.

Certificate of Status	0
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*Merger*

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ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

OWEN & OWEN, INC., a Florida corporation, P00000028140

INTO

**CHILDRECALL.COM, INC.**, a Florida entity, P00000060007.

File date: June 22, 2000

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER  
OF  
OWEN & OWEN, INC.  
INTO  
CHILDCALL.COM, INC.**

FILED  
00 JUN 22 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Owen & Owen, Inc. into ChildRecall.com, Inc. (the "Merger"):

(a) The Plan of Merger is as follows:

1. The name of each corporation to be merged is Owen & Owen, a Florida corporation ("Owen"), whose address is 650 Greystone Park, NE, Atlanta, Georgia 30324, and ChildRecall.com, Inc., a Florida corporation ("ChildRecall.com"), whose address is 5300 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131. The name of the surviving corporation (the "Surviving Corporation") is ChildRecall.com, Inc., a Florida corporation (Owen and ChildRecall.com are sometimes hereinafter collectively referred to as the "Constituent Corporations").

2. At the Effective Date, by virtue of the Merger, the shares of common stock of each of the Constituent Corporations shall be converted as follows:

A. *Common Stock of ChildRecall.com.* Each issued and outstanding share of common stock of ChildRecall.com shall continue to be issued and outstanding as of the Effective Date.

B. *Conversion of Common Stock of Owen.* Each share of the capital stock of Owen, consisting solely of common stock, \$.10 par value ("Owen Common Stock"), issued and outstanding immediately prior to the Effective Date shall, without any further action by any party hereto or otherwise, automatically be canceled and each holder of shares of Owen Common Stock shall cease to have any rights with respect thereto other than the right to receive the Stock Merger Consideration and the Cash Merger Consideration (as each term is defined in the Agreement and Plan of Reorganization by and among the parties, dated as of the 22<sup>nd</sup> day of June, 2000).

4. The Articles of Incorporation and Bylaws of ChildRecall.com, Inc., as in effect immediately prior to the Effective Date of the Merger, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the Act.

5. The officers and members of the board of directors of ChildRecall.com, Inc. in office on the Effective Date shall be the directors and officers of the Surviving Corporation, all of whom shall hold their offices or directorships until the election and

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qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation or the Act.

(b) The effective date (the "Effective Date") of the Merger shall be the date these Articles of Merger are filed with the Secretary of State of the State of Florida.

(c) The Plan of Merger was adopted by the board of directors of Owen and approved by its shareholders in accordance with the Act on the 22 day of June 2000. The Plan of Merger was adopted by the board of directors of ChildRecall.com and approved by its shareholders in accordance with the Act on the 22<sup>nd</sup> day of June, 2000.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 22<sup>nd</sup> day of June 2000.

OWEN & OWEN, INC.,  
a Florida corporation

By Name: Mark J. BezelTitle: President and CEO

CHILDPRECALL.COM, INC.,  
a Florida corporation

By Name: Edward BukowskiTitle: President

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