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FILED
00 SEP 18 AM 8:52
TALLAHASSEE, FLORIDA

September 13, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: Articles of Merger for Medi Resource Network, Inc.
Plan of Merger for Medi Resource Network, Inc.

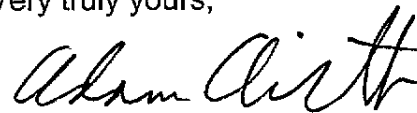
Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Merger of Medi Resource Network, Inc. and the Plan of Merger for Medi Resource, Inc. Also enclosed is our check in the amount of \$70.00 in payment of the filing fee.

Please return a file stamped copy of the Articles of Merger and the Plan of Merger to the undersigned at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,

Merger
9-25-00
HAA



H. Adam Airth, Jr.

HAA:rd
Enclosure

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MEDI RESOURCE NETWORK, INC., a Colorado corporation not qualified in
Florida

INTO

MEDI RESOURCE NETWORK, INC., a Florida entity, P00000083377.

File date: September 18, 2000

Corporate Specialist: Doug Spittler

**ARTICLES OF MERGER
OF
MEDI RESOURCE NETWORK, INC.**

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

FILED
00 SEP 18 AM 8:52
HALLAMSBLE, FLORIDA

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is Medi Resource Network, Inc., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING CORPORATION

The names of the merging corporations are Medi Resource Network, Inc., which was formed under the laws of and is subject to the jurisdiction of Colorado, and Medi Resource Network, Inc., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV – EFFECTIVE DATE

The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

**ARTICLE V- ADOPTION OF MERGER BY
SURVIVING CORPORATION**

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 15, 2000.

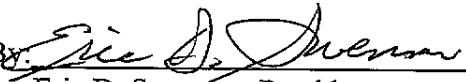
**ARTICLE VI – ADOPTION OF MERGER BY
MERGING CORPORATION**

The Plan of Merger was adopted by the shareholders of the merging corporations on August 15, 2000.

**MEDI RESOURCE NETWORK, INC.,
a Florida corporation.**

By: Eric D. Swenson
Eric D. Swenson, President

MEDI RESOURCE NETWORK, INC.,
A Colorado corporation.

By: 
Eric D. Swenson, President

**PLAN OF MERGER
FOR
MEDI RESOURCE NETWORK, INC.**

The following plan of merger is submitted in compliance with §607.1105, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is Medi Resource Network, Inc., which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING CORPORATION

The names of the merging corporations are Medi Resource Network, Inc., which was formed under the laws of and is subject to the jurisdiction of Colorado ("Medi Resource Colorado"), and Medi Resource Network, Inc., which was formed under the laws of and is subject to the jurisdiction of Florida ("Medi Resource Florida").

ARTICLE III – TERMS OF MERGER

The merger shall be effective as of the date of filing the Articles of Merger with the Florida Secretary of State (the "Effective Time"). At the Effective Time, Medi Resource Colorado shall be merged with and into Medi Resource Florida with Medi Resource Florida being the surviving corporation. The separate corporate existence of Medi Resource Colorado shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of Medi Resource Colorado shall inure to Medi Resource Florida. The Bylaws of Medi Resource Florida in effect immediately prior to the merger shall become the Bylaws of the surviving company following the merger.

ARTICLE IV – CONVERSION OF SHARES


At the Effective Time, the shares of Medi Resource Colorado shall be converted as follows:

- (a) Each share of Medi Resource Florida common stock issued and outstanding at the Effective Time shall remain outstanding.

(b) All shares of Medi Resource Colorado common stock (excluding treasury shares) issued and outstanding at the Effective Time shall cease to be outstanding and shall be converted into and exchanged for an equal number of shares of newly issued Medi Resource Florida common stock.

Executed this 15th day of August, 2000.

**MEDI RESOURCE NETWORK, INC.,
a Florida corporation.**

By: 
Eric D. Swenson, President

**MEDI RESOURCE NETWORK, INC.,
A Colorado corporation.**

By: 
Eric D. Swenson, President