

P00000115739

FEB-28-

10:52

FROM: S. PEARLMAN, P.A.

954-763-1200

T-486

P.000008

F

Please file with effective date of 2/27/01

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.

((H01000021569 8)))

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 : ATLAS PEARLMAN, P.A. — m p 27
Account Number : 076247002423
Phone : (954) 763-1200
Fax Number : (954) 766-7800

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 FEB 27 PM 4:51

RECEIVED
01 FEB 28 AM 10:06
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

GOLF SOCIETY OF THE U.S., INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Merger
02-28-01
DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

SPORTSOFT GOLF, INC., a Delaware corporation not qualified to transact
business in the State of Florida

INTO

GOLF SOCIETY OF THE U.S., INC., a Florida entity, P00000115739

File date: February 27, 2001

Corporate Specialist: Darlene Connell

ATLAS PEARLMAN

P.A.

ATTORNEYS AT LAW

Ina Douglas Atlas	William Nortman	Of Counsel
Alan H. Baseman	Jeffrey M. Ostrow	Jon A. Sale
Roxanne K. Beilly	Brian A. Pearlman	Benedict P. Kuchne
Elliot P. Berkson	Charles B. Pearlman	Dale Ledbetter
Deborah Ann Byles	Adam J. Reiss	Sergio Vivanco A.
Robin Corwin Campbell	Jonathan S. Robbins	
Rebecca G. DiStefano	James M. Schneider	¹ not admitted in Florida
Clint J. Gage	Wayne H. Schwartz	² admitted in Tennessee
April I. Halle	Douglas Paul Solomon	and Washington, D.C.
Michelle J. Hodkin	Samantha Nicole Tessor	
Kip O. Lassner	Michael L. Trop	
Eric Lee	Steven I. Weinberger	
Joel D. Meyersohn	Kenneth P. Wurtenberger	

February 28, 2001

VIA FACSIMILE

Ms. Darlene Connell
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Rejected Filing for Golf Society of the U.S., Inc.
REF: P00000115739
Letter Number: 701A00012407

Dear Ms. Connell:

Attached, please find Articles of Merger for Golf Society of the U.S., Inc., and your letters, dated February 27, 2001, rejecting the filing due to a fax audit number discrepancy and punctuation.

Please file as of February 27, 2001, the date of initial receipt by your office. If you have any questions, please contact me at (954) 766-7829.

Sincerely,



Myra Mahoney
Corporate Paralegal

FEB-28-2001 10:52

FROM-ATLAS PEARLMAN, PA

854-766-7800

T-486 P.003/008 F-044



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 27, 2001

GOLF SOCIETY OF THE U.S., INC.
1291 SW 29TH AVENUE
POMPANO BEACH, FL 33069

SUBJECT: GOLF SOCIETY OF THE U.S., INC.
REF: P00000115739

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The fax audit number on the document is incorrect. It should be:
H01000021569.

The corporate name, shown on page 1, #1 and line 2, is missing the period after the word "INC". The name should be: GOLF SOCIETY OF THE U.S., INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000021569
Letter Number: 701A00012407

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 FEB 27 PM 4:51

ARTICLES OF MERGER
OF
SPORTSOFT GOLF, INC.
(a Delaware corporation)
WITH AND INTO
GOLF SOCIETY OF THE U.S., INC.
(a Florida corporation)

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** SPORTSOFT GOLF, INC., a Delaware corporation ("DELAWARE"), shall be merged (the "Merger") with and into GOLF SOCIETY OF THE U.S., INC., a Florida corporation bearing Document P00000115739 ("FLORIDA"). FLORIDA and DELAWARE are sometimes hereinafter collectively referred to as the "Constituent Corporations." FLORIDA shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida and the Certificate of Merger is filed with the State of Delaware (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and the By-Laws of FLORIDA, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, FLORIDA shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of DELAWARE, except insofar as it may be continued by operation of law, shall be terminated and cease.

ADAM J. REISS, ESQ., FLA. BAR #0182702
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301 Phone No.: (954) 763-1200

H01000021569

H01000021569

4. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of DELAWARE's common stock shall be converted at the Effective Date of the Merger into the right to receive .0969 fully paid and nonassessable restricted share(s) of Visual Data Corporation ("VDAT"), common stock, \$.0001 par value, pursuant to Section 3.1 of the Agreement and Plan of Merger (the "Plan of Merger") between VDAT and DELAWARE and certain of DELAWARE's shareholders. Each share of common stock of FLORIDA issued and outstanding prior to the Effective Date shall remain outstanding.

SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Secretary of State of the State of Florida and the Certificate of Merger is filed with the State of Delaware.

THIRD: The Plan of Merger was adopted by FLORIDA's Board of Directors by Unanimous Written Consent dated January 22, 2001, and by FLORIDA's shareholders by Unanimous Written Consent dated January 22, 2001; and by DELAWARE's Board of Directors by Unanimous Written Consent dated December 1, 2000 and by DELAWARE's Shareholders by Written Consent of the holders of a majority of the shares of outstanding DELAWARE Common Stock dated February 27, 2001.

Signed this 27th day of February 2001.

GOLF SOCIETY OF THE U.S., INC.
a Florida corporation

By: 

Name: Randy S. Selman, President

SPORTSOFT GOLF, INC.
a Delaware corporation

By: _____

Name: Alfred R. Paliani, President

H01000021569

3817-4500 309816.1

H01000021569

4. Conversion of Shares. On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of DELAWARE's common stock shall be converted at the Effective Date of the Merger into the right to receive .0969 fully paid and nonassessable restricted share(s) of Visual Data Corporation ("VDAT"), common stock, \$.0001 par value, pursuant to Section 3.1 of the Agreement and Plan of Merger (the "Plan of Merger") between VDAT and DELAWARE and certain of DELAWARE's shareholders. Each share of common stock of FLORIDA issued and outstanding prior to the Effective Date shall remain outstanding.

SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Secretary of State of the State of Florida and the Certificate of Merger is filed with the State of Delaware.

THIRD: The Plan of Merger was adopted by FLORIDA's Board of Directors by Unanimous Written Consent dated January 22, 2001, and by FLORIDA's shareholders by Unanimous Written Consent dated January 22, 2001; and by DELAWARE's Board of Directors by Unanimous Written Consent dated December 1, 2000 and by DELAWARE's Shareholders by Written Consent of the holders of a majority of the shares of outstanding DELAWARE Common Stock dated February 27, 2001.

Signed this 27th day of February 2001.

GOLF SOCIETY OF THE U.S., INC.
a Florida corporation

By: _____
Name: Randy S. Selman, President

SPORTSOFT GOLF, INC.
a Delaware corporation

By: Alfred R. Paliani
Name: Alfred R. Paliani, President

H01000021569

3617-4500 300818.1