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T-838 P.001/007 F-164

P01000006262

Florida Department of State

Division of Corporations

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Phone : (954) 463-2700

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MERGER OR SHARE EXCHANGE

VIDA VISION ACQUISITION CO.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

VIDA VISION COMMUNICATIONS, INC., a Texas corporation qualified in
Florida, document number F00000003481

INTO

VIDA VISION ACQUISITION CO., a Florida entity, P01000006262

File date: February 22, 2001

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
OF
VIDA VISION COMMUNICATIONS, INC.
(a Texas corporation)
WITH AND INTO
VIDA VISION ACQUISITION CO.
(a Florida corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 the Florida Business Corporation Act (the "Florida Act") and Article 5.01 the Texas Business Corporations Act (the "Texas Act"), Vida Vision Communications, Inc., a Texas corporation (the "Subsidiary"), and Vida Vision Acquisition Co., a Florida corporation (the "Parent"), hereby execute and adopt the following Articles of Merger as of February 19, 2001 and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Vida Vision Communications, Inc., a Texas corporation, and Vida Vision Acquisition Co., a Florida corporation.
2. Vida Vision Acquisition Co. is the surviving corporation.
3. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated herein by reference as if fully set forth herein.
4. The Plan of Merger was approved by the Board of Directors of the Parent on February 19, 2001. The Plan of Merger was approved by the Board of Directors and the Sole Shareholder of the Subsidiary on February 19, 2001.
5. Pursuant to Section 607.1104 of the Florida Act, approval is not required by the shareholders of the Parent.
6. The number of shares of Subsidiary which were outstanding at the time of the approval of the Plan of Merger by its sole shareholder and its adoption of a resolution authorizing the merger is 4,490,000, of which 1,100,000 are class "A" and 3,390,000 of which are class "B."
7. The number of the outstanding shares of Subsidiary which were voted for the Plan of Merger is 4,490,000 (all 1,100,000 class "A" shares and all 3,390,000 class "B" shares), and the number of said shares which were voted against the same is 0.
8. As to each corporation that is a party to the Merger, the approval of the Plan of Merger was duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.
9. The effective date of the Merger shall be deemed to be the later of: (a) the date of filing these Articles of Merger in the State of Florida in accordance with

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Section 607.1105 of the Florida Act; or (b) the date of filing these Articles of Merger in the State of Texas in accordance with Article 5.05 of the Texas Act.

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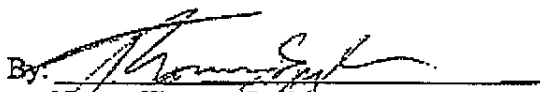
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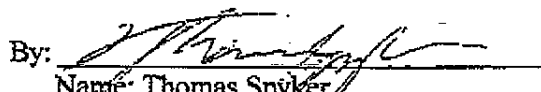
IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of the date first above written.

INC.

VIDA VISION COMMUNICATIONS, INC.

By: 
Name: Thomas Spyer
Title: President

VIDA VISION ACQUISITION CO.

By: 
Name: Thomas Spyer
Title: President

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger (the "Plan") has been adopted as of the 19th day of February, 2001 by Vida Vision Acquisition Co., a Florida corporation (the "Parent") by resolution adopted by its Board of Directors on said date, and by Vida Vision Communications, Inc., a Texas corporation and wholly-owned subsidiary of the Parent (the "Subsidiary"), by resolution adopted by its Board of Directors and sole shareholder on said date.

RECITALS

The Board of Directors of the Parent and the Board of Directors of Subsidiary have determined that it is advisable and in the best interest of the Parent and the Subsidiary that the Subsidiary be merged (the "Merger") with and into the Parent on the terms and subject to the conditions set forth herein. The Board has adopted and approved the Merger in accordance with Section 607.1104 of the Florida Business Corporation Act (the "Florida Act"), and Article 5.01 of the Texas Business Corporation Act (the "Texas Act").

ARTICLE I
The Merger

At the Effective Time (as defined in Article V hereof), the Subsidiary shall be merged with and into the Parent in accordance with the Florida Act, and the separate existence of the Subsidiary shall cease and Vida Vision Acquisition Co. shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II
The Surviving Corporation

a. At the Effective Time, the Articles of Incorporation of the Parent, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Act.

b. At the Effective Time, the Bylaws of the Parent, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed, and said Bylaws shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

c. At the Effective Time, the officers and directors of the Parent shall be the officers and directors of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

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ARTICLE III**Manner and Basis of Converting Shares**

At the Effective Time, each share of capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished, and any rights to acquire capital stock of the Subsidiary shall be canceled and extinguished. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the Effective Time shall continue to represent one issued share of the Surviving Corporation.

ARTICLE IV**Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Subsidiary shall vest in the Surviving Corporation, and all liabilities and obligations of the Subsidiary shall become liabilities and obligations of the Surviving Corporation.

The Surviving Corporation shall be responsible for the payment of all fees and franchise taxes of the Subsidiary and shall be obligated to pay such fees and franchise taxes if the same are not timely paid.

ARTICLE V**Effective Time**

As used in this Agreement, the term "Effective Time" shall mean of the later of: (a) the date of filing these Articles of Merger in the State of Florida in accordance with Section 607.1105 of the Florida Act; or (b) the date of filing these Articles of Merger in the State of Texas in accordance with Article 5.05 of the Texas Act.

ARTICLE VI**Approval Under Applicable Law**

The Plan herein made and approved has been submitted to the sole shareholder of the Subsidiary for its approval or rejection in the manner prescribed by the provisions of the Texas Act. The Plan is not required to be submitted for approval to the shareholders of the Surviving Corporation pursuant to Section 607.1104 of the Florida Act.

ARTICLE VII**Further Acts**

The Subsidiary and the Parent, as Surviving Corporation, hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Texas, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

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ARTICLE VIII
Amendment, Modification and Termination

The Board of Directors of either Parent or Subsidiary may amend, terminate and/or abandon the Merger at any time prior to the Effective Time.

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