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Merger

1.) RTRADSYS, Inc. <into> BT21 Radar
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

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4.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RTRADSYS, INC., a Florida corporation, P01000103836

INTO

RT21 RADIATION SYSTEMS CORPORATION, a Florida entity, P01000032747

File date: October 31, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
RTRADSYS, INC.
a Florida corporation
into
RT 21 RADIATION SYSTEMS CORPORATION
a Florida corporation**

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") RT 21 Radiation Systems Corporation, a Florida corporation ("RT 21") and RTRADSYS, Inc., a Florida corporation ("RTRADSYS") hereby adopt the following Articles of Merger:

1. Pursuant to the Plan of Merger attached hereto as Exhibit "A" and incorporated herein by this reference, RTRADSYS shall be merged with and into RT 21, with RT 21 being the surviving corporation of the merger (the "Merger").

2. The Plan of Merger was approved and adopted by the Board of Directors of RT 21, and by the shareholders of RT 21 by a written consent of the shareholders holding the number of shares required for approval thereof, on October 29, 2001.

3. The Plan of Merger was approved and adopted by the Board of Directors of RTRADSYS, and by consent of a majority of RTRADSYS' shareholders on October 29, 2001.


Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be the date the Articles of Merger are filed with the Secretary of State.

IN WITNESS WHEREOF, the parties have set their hands this 29th day of October, 2001.

RT 21 RADIATION SYSTEMS CORPORATION,
a Florida corporation

Attest:



By: 

James G. Schwade, M.D., President

Diane Saunders

RTRADSYS, INC., a Florida corporation

Attest:

Diane Saunders
Diane Saunders

By: *James G. Schwade*
James G. Schwade, M.D., President

ACKNOWLEDGMENTS

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE).

The foregoing instrument was acknowledged before me this 29th day of October, 2001, by James G. Schwade, M.D., of **RT 21 RADIATION SYSTEMS CORPORATION**, a Florida corporation, as President, on behalf of the corporation, who is personally known to me or has produced a driver's license as identification and who did/did not take an oath.

NOTARY PUBLIC: *Diane Saunders*
Signature
State of Florida at Large (Seal)

Diane Saunders
Print Name
My Commission Expires: 1-23-02



Diane Saunders
MY COMMISSION # CC697905 EXPIRES
January 23, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE).

The foregoing instrument was acknowledged before me this 29th day of October, 2001, by James G. Schwade, M.D., of **RTRADSYS, INC.**, a Florida corporation, as President, on behalf of the corporation, who is personally known to me or has produced a driver's license as identification and who did/did not take an oath.

NOTARY PUBLIC: *Diane Saunders*
Signature
State of Florida at Large (Seal)

Diane Saunders
Print Name
My Commission Expires: 1-23-02



Diane Saunders
MY COMMISSION # CC697905 EXPIRES
January 23, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

EXHIBIT "A"
PLAN OF MERGER

The following plan of merger (the "Plan") is submitted in compliance with Section 607.1101, *et seq.*, of the Florida Business Corporation Act (the "Act"):

1. Name and Jurisdiction of the Surviving Corporation. The name and jurisdiction of the surviving corporation are: RT 21 Radiation Systems Corporation, a Florida corporation (the "Surviving Corporation").
2. Name and Jurisdiction of the Merging Corporation. The name and jurisdiction of the merging corporation are: RTRADSYS, Inc., a Florida corporation (the "Merging Corporation").
3. Terms and Conditions of the Merger. The terms and conditions of the merger are as follows:
 - (a) Basic Transaction. The Merging Corporation will merge with and into the Surviving Corporation (the "Merger").
 - (b) Effective Time. The Merger shall become effective at the time the Merging Corporation and the Surviving Corporation file the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). The Merger shall have the effect set forth in Section 607.1101 *et. Seq.* of the Florida Business Corporation Act. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of either RT 21 Radiation Systems Corporation or RTRADSYS, Inc. in order to carry out and effectuate the transactions contemplated by this Plan.
 - (c) Merger Consideration. In exchange for all their shares in RT 21 Radiation Systems Corporation (the "RT 21 Shares"), the shareholders of RT 21 Radiation Systems Corporation shall receive the merger consideration consisting of cash a (the "Merger Consideration"), payable in accordance with the terms of the Merger Agreement. Any shareholder of RT 21 Radiation Systems Corporation who shall dissent from the Merger shall have the right to receive payment from the Surviving Corporation with respect thereto in accordance with the provisions of the Act. No RT 21 Share shall be deemed to

be outstanding or to have any rights other than those set forth above after the Effective Time.

- (d) Procedure for Payment. At the closing of the transaction contemplated hereby (the "Closing Date"), (A) RTRADSYS will cause the Surviving Corporation to furnish to the paying agent, the Merger Consideration consisting of sufficient cash for the paying agent to make full payment of the Merger Consideration to the holders of all of the outstanding RT 21 Shares (other than to any shareholders dissenting from the Merger), and (B) RTRADSYS will cause the paying agent to mail a letter of transmittal (with instructions for its use) to each record holder of outstanding RT 21 Shares for the holder to use in surrendering the certificates which represented such holder's RT 21 Shares against payment of the Merger Consideration. No interest will accrue or be paid to the holder of any outstanding RT 21 Shares.

- (e) Closing of Transfer Records. After the close of business on the Closing Date, transfers of RT 21 Shares outstanding prior to the Effective Time shall not be made on the stock transfer books of the Surviving Corporation.

4. Conversion of RTRADSYS, Inc. Common Stock. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation, or any other corporation, or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation, or, in whole or in part, into cash or other property are as follows: At and as of the Effective Time, each share of common stock, \$.0001 par value per shares, of RTRADSYS, Inc. shall be converted into one share of common stock, no par value per share, of the Surviving Corporation.