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MERGER OR SHARE EXCHANGE

VISUAL DATA SAN FRANCISCO, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

ENTERTAINMENT DIGITAL NETWORK, INC., not qualified in Florida

INTO

VISUAL DATA SAN FRANCISCO, INC., a Florida entity, P01000054341

File date: August 3, 2001

Corporate Specialist: Teresa Brown

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ARTICLES OF MERGER
OF
ENTERTAINMENT DIGITAL NETWORK, INC.
(a Delaware corporation)

WITH AND INTO

VISUAL DATA SAN FRANCISCO, INC.
(a Florida corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.** ENTERTAINMENT DIGITAL NETWORK, INC., a Delaware corporation ("DELAWARE") shall be merged with and into VISUAL DATA SAN FRANCISCO, INC., a Florida corporation bearing Document number P01000054341 ("FLORIDA"). DELAWARE and FLORIDA are sometimes hereinafter collectively referred to as the "Constituent Corporations." FLORIDA shall be the surviving corporation (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and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of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

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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 ten (10) outstanding shares of DELAWARE's common stock shall be converted into the right to receive one (1) fully paid and nonassessable restricted share of Visual Data Corporation ("VDAT"), common stock, \$.0001 par value, pursuant to Section 2.1 of the Agreement and Plan of Merger (the "Plan of Merger") between DELAWARE, VDAT, and FLORIDA. Each share of DELAWARE owned by VDAT shall be cancelled upon the Effective Date. 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 June 1, 2001, and by FLORIDA's shareholders by Unanimous Written Consent dated June 1, 2001; and by DELAWARE's Board of Directors at a Special Meeting of the Board of Directors dated June 1, 2001; and by the holders of a majority of the shares of the outstanding DELAWARE Common Stock at a Special Meeting of the Shareholders dated July 25, 2001.

Signed this 25th day of July, 2001.

VISUAL DATA SAN FRANCISCO, INC.,
a Florida corporation

By: 
RANDY S. SELMAN, President

ENTERTAINMENT DIGITAL NETWORK, INC., a
Delaware corporation

By: 
DAVID GUSTAFSON, President

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