

DEC-27-2004 12:04PM

FROM: ADORNO & YOSS, P.A.

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MERGER OR SHARE EXCHANGE

OSM ACQUISITION, INC.

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FLORIDA DEPARTMENT OF STATE

Chenda E. Hood  
Secretary of State

December 27, 2004

ONSTREAM MEDIA CORPORATION  
1291 S W 29TH AVENUE  
POMPANO BEACH, FL 33064

SUBJECT: ONSTREAM MEDIA CORPORATION  
REF: P01000062351

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.

Please include the plan of merger or entitle the document Articles of Merger and Plan of Merger.

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) 245-6957.

Pamela Smith  
Document Specialist

FAX And. #: H04000252376  
Letter Number: 504A00071431

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER AND PLAN OF MERGER  
OF  
ONSTREAM MEDIA CORPORATION (a Florida corporation)  
WITH AND INTO  
OSM ACQUISITION, INC. (a Delaware corporation)**

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Pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 607.1101 of the Florida Business Corporation Act, it is certified that:

- 1) The constituent business corporations participating in the merger are:
  - (a) ONSTREAM MEDIA CORPORATION, a Florida corporation bearing document number P01000062351, ("ONSTREAM") which shall be merged with and into;
  - (b) OSM ACQUISITION, INC., a Delaware corporation, bearing document number 3893074 ("OSM").
- 2) The Merger shall become effective at the time of filing, or at such later time as specified in the Agreement and Plan of Merger, as amended, with the Secretaries of State of Delaware and Florida in accordance with the provisions of Section 252 of the General Corporation Law of Delaware and Sections 607.1101 and 607.1103 of the Florida Business Corporation Act.
- 3) OSM is the surviving corporation which will continue its existence under its present name upon the Effective Date pursuant to the provisions of the Delaware General Corporation Law.
- 4) The Certificate of Incorporation and the Bylaws of OSM, as now in force and effect, shall continue to be the Certificate of Incorporation and Bylaws of the surviving corporation unless and until the same shall be amended or repealed in accordance with the provisions of the Delaware General Corporation Law, which power to amend or repeal is expressly reserved.
- 5) The executed Agreement and Plan of Merger, as amended, between the constituent corporations is on file at an office of the surviving corporation, the address of which is 1291 S.W. 29<sup>th</sup> Avenue, Pompano Beach, Florida 33069.
- 6) A copy of the Agreement and Plan of Merger, as amended, will be furnished by the surviving corporation, on request and without cost, to any stockholder of each of the constituent corporations.
- 7) (a) Every share of ONSTREAM's common stock, par value \$.01 per share (the "ONSTREAM Shares"), issued and outstanding immediately prior to the Effective Time, exclusive of shares of ONSTREAM's common stock owned by Visual Data Corporation, a Florida corporation ("VDAT"), shall be converted into the right to receive the number of shares of restricted VDAT Common Stock, \$.0001 par value per share (the "VDAT Common Stock") equal to .1481 (the "Exchange Ratio"). Each share of VDAT

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Common Stock shall contain a legend restricting the transfer thereof in accordance with applicable securities laws.

(b) All ONSTREAM Shares shall be canceled and retired, and each certificate representing any such ONSTREAM Shares shall thereafter (i) represent only the right to receive the VDAT Common Stock issuable in exchange for such ONSTREAM Shares upon the surrender of such certificates in accordance with Sections 2.1 and 2.4 of the Agreement and Plan of Merger; and (ii) entitle the holder thereof to vote with respect to, and receive dividends on, such number of shares of VDAT Common Stock which such holder is entitled to receive in exchange for such certificates, provided that dividends shall be paid to such holder, without interest, only upon surrender of certificates in accordance with Section 2.4 of the Agreement and Plan of Merger. The shares of ONSTREAM common stock owned by VDAT shall be canceled.

(c) Every ONSTREAM option or warrant issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive an option or warrant of VDAT based upon the Exchange Ratio. Each option and warrant will be exercisable for that number of shares of restricted VDAT Common Stock as determined by Sections 2.1(a) of the Agreement and Plan of Merger. The purchase price of each option will be adjusted to reflect the Exchange Ratio.

(d) Each share of common stock, \$.0001 par value, of OSM issued and outstanding immediately prior to the Effective Time shall remain outstanding.

8) The Agreement and Plan of Merger, as amended, is permitted by the laws of the jurisdiction of organization of Delaware and Florida and has been authorized in compliance with said laws.

9) The Agreement and Plan of Merger, as amended, was approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations as follows:

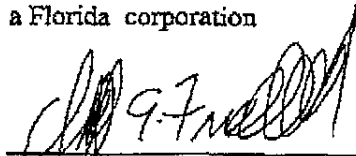
(a) by OSM in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware; and

(b) by the Board of Directors of ONSTREAM by written consent dated December 15, 2004, in accordance with the provisions of Section 607.0821 of the Florida Business Corporation Act and by a majority of the holders of the voting stock of ONSTREAM by written consent given by them on December 15, 2004, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

10) OSM as the surviving corporation, irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or proceeding. The address of which a copy of such process shall be mailed by the Secretary of State of Florida is 1291 SW 29<sup>th</sup> Avenue, Pompano Beach, Florida 33069, until the surviving corporation shall have designated in writing to the said Secretary of State a different address for such purpose.

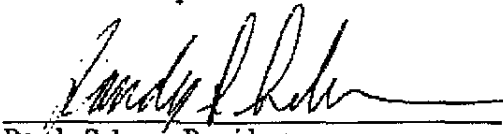
Dated this 15<sup>th</sup> day of December 2004.

**ONSTREAM MEDIA CORPORATION**  
a Florida corporation



Clifford Friedland, Chief Executive Officer

**OSM ACQUISITION, INC.**  
a Delaware corporation



Randy Selman, President