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MERGER OR SHARE EXCHANGE

SURGILIGHT OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04 08
Estimated Charge	\$70.00

merger

02/13/02

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

SURGILIGHT, INC., a Delaware corporation, F99000004054

INTO

SURGILIGHT OF FLORIDA, INC. which changed its name to
SURGILIGHT, INC., a Florida entity, P01000114931.

File date: February 12, 2002

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 12, 2002

SURGILIGHT OF FLORIDA, INC.
12001 SCIENCE DR., STE. 140
ORLANDO, FL 32826

SUBJECT: SURGILIGHT OF FLORIDA, INC.
REF: P01000114931

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.

IN THE PLAN OF MERGER #1, THE WORDS "OF FLORIDA" ARE CROSSED OUT OF THE SURVIVOR. THE NAME SHOULD READ "SURGILIGHT OF FLORIDA, INC." PLEASE CORRECT.

THE ARTICLE OF MERGER STATE THAT THE PLAN IS ATTACHED AS "EXHIBIT A". PLEASE LABEL THE PLAN "EXHIBIT A".

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000035465
Letter Number: 602A00008650

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

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ARTICLES OF MERGER
OF
SURGILIGHT, INC.,
A DELAWARE CORPORATION
INTO
SURGILIGHT OF FLORIDA, INC.,
A FLORIDA CORPORATION,

FILED STATE
SECRETARY OF CORPORATIONS
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The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes:

1. The name of the corporation surviving the merger is SurgiLight of Florida, Inc., a Florida corporation, Document Number P01000114931 ("Surviving Corporation").
2. The name of the merging corporation is Surgilight, Inc., a Delaware corporation, Corporation File #2648728 ("Merging Corporation").
3. The Plan of Merger ("Plan of Merger") is set forth in Exhibit A attached hereto and made a part hereof.
4. The merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of Florida.
5. The Plan of Merger was adopted by the sole shareholder of the Surviving Corporation on September 22, 2001, which vote is sufficient for approval of the merger.
6. The Plan of Merger was adopted by the shareholders holding a majority of the issued and outstanding voting stock of the Merging Corporation on November 10, 2001, which vote is sufficient for approval of the merger.

SURGILIGHT OF FLORIDA, INC.,
a Florida corporation

By: 
Timothy J. Shea, Chief Operating Officer

SURGILIGHT, INC.,
a Delaware corporation

By: 
Timothy J. Shea, Chief Operating Officer

Clients/surgilight/corp/FLart merge

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1104, Florida Statutes and in accordance with the laws of the State of Delaware.

1. The name of the subsidiary corporation surviving the merger is SurgiLight of Florida, Inc., a Florida corporation, Document number P01000114931 (the "Surviving Corporation").

2. The name of the parent corporation merging into the Surviving Corporation is SurgiLight, Inc., a Delaware corporation, Corporation File #2648729, (the "Merging Corporation").

3. The Merging Corporation is a corporation organized and validly existing under the laws of the State of Delaware, with a capitalization of 30,000,000 shares of common stock, par value \$0.0001 per share ("Merging Common Stock"), and 5,000,000 shares of preferred stock, par value \$0.0001, of which 3,000,000 have been designated as Series A Convertible Preferred Stock, ("Merging Series A Stock"). 28,401,419 shares of Merging Common Stock are issued and outstanding. 62,000 shares of Merging Series A Stock are issued and outstanding. Other than 500,000 options to acquire shares of Merging Common Stock that are currently outstanding, no warrants or other rights to acquire shares currently are outstanding.

4. The Surviving Corporation is a corporation organized and validly existing under the laws of the State of Florida, with a capitalization of 60,000,000 authorized shares of common stock, par value of \$0.0001 per share ("Surviving Common Stock"), and 10,000,000 authorized shares of preferred stock, par value \$0.0001 per share, of which 3,000,000 have been designated as Series A Convertible Preferred Stock ("Surviving Series A Stock"). One Hundred (100) shares of Surviving Common Stock are issued and outstanding, all of which are held by the Merging Corporation, and no options, warrants or other rights to acquire shares are outstanding.

Terms of Plan

1. Merger. The Merging Corporation shall merge with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.

2. Terms and Conditions. On the Effective Date of the merger (as defined herein), the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, franchises, and property, real, personal and mixed, of the Merging Corporation without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

3. Business Purpose. In the judgment of the Board of Directors of each of the Merging Corporation and the Surviving Corporation, it is desirable for the corporations to undergo the reorganization set forth herein in order to reincorporate the Merging Corporation as a Florida corporation to avail the corporation of the favorable corporate laws of Florida.

EXHIBIT A

SurgiLight, Inc.
Plan of Merger
Page 1

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4. Pro Rata Issuance of Shares. On the Effective Date, by virtue of the Merger, each holder of shares in the Merging Corporation will receive a pro rata issuance of shares in the Surviving Corporation. In particular, the following will occur:

(a) Each share of Merging Common Stock issued and outstanding immediately prior to the Effective Date, by virtue of the merger and without further action on the part of the holder thereof, automatically shall be converted into and represent the right to receive one share of Surviving Common Stock. All shares of the Surviving Common Stock issued by the Surviving Corporation in conversion of the Merging Common Stock will be fully paid and nonassessable upon issuance.

(b) All outstanding options, warrants, and other rights to purchase shares of common stock of the Merging Corporation, by virtue of the merger and without further action on the part of the holder thereof, automatically shall be converted into an identical option, warrant or other such right to purchase shares of the Surviving Corporation, on terms identical to the terms that existed immediately prior to the Effective Date.

(c) Each share of Merging Series A Stock issued and outstanding immediately prior to the Effective Date, by virtue of the merger and without further action on the part of the holder thereof, automatically shall be converted into and represent the right to receive one share of Surviving Series A Stock. All Shares of Surviving Series A Stock issued by the Surviving Corporation on conversion of Merging Series A Stock will be fully paid and non assessable upon issuance.

(d) Each share of Surviving Corporation Common Stock issued and outstanding immediately prior to the merger and held by the Merging Corporation, by virtue of the merger and without further action on the part of the holder thereof, shall be automatically canceled immediately following the effective time of the Merger.

5. Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the Effective Date, until amended pursuant to the provisions of Florida law, except that immediately following the merger, the name of the Surviving Corporation shall be changed to SurgiLight, Inc.

6. Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date, until amended pursuant to the provisions of Florida law.

7. Officers and Directors. The directors and officers of the Surviving Corporation on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

8. Approval of Agreement. This Agreement of Merger shall be approved by the holders of a majority of the issued and outstanding shares of the Surviving Corporation and the Merging Corporation.

9. Effective Date of Merger. The effective date ("Effective Date") of this merger shall be the date of filing of Articles of Merger with the Secretary of State of Florida.

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10. Dissenters' Rights. There are no dissenters' rights available to the shareholders of either the Merging Corporation or the Surviving Corporation under Delaware or Florida law.

11. Amendment/Abandonment of Plan. The Boards of Directors of the Merging Corporation and the Surviving Corporation may amend or abandon this Plan of Merger at any time prior to the Effective Date.


IN WITNESS WHEREOF, each of the Merging Corporation and the Surviving Corporation have adopted this of Merger as of the day and year first above written, to become effective as provided for herein.

"MERGING CORPORATION"

"SURVIVING CORPORATION"

SURGILIGHT, INC., a Delaware corporation

SURGILIGHT OF FLORIDA, INC., a Florida corporation

By: 
Timothy J. Shea, Chief Operating Officer
Operating Officer

By: 
Timothy J. Shea, Chief

clients/surgilight/Corp/FL/mergplan

Exhibit A

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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
SURGILIGHT, INC.,
A DELAWARE CORPORATION,
INTO
SURGILIGHT OF FLORIDA, INC.,
A FLORIDA CORPORATION

SURGILIGHT, INC., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on July 31, 1996, pursuant to the Delaware General Corporation Act (Delaware File Number 2648729) (the "Parent").

SECOND: That this corporation owns 100% of the outstanding shares of each class of the stock of SurgiLight of Florida, Inc., a corporation incorporated on December 5, 2001, pursuant to the laws of the State of Florida (Florida Document Number P01000114931) (the "Subsidiary").

THIRD: That the directors of the Parent by the following resolutions of its Board of Directors, duly adopted at a meeting held on September 22, 2001, determined to merge itself into the Subsidiary:

RESOLVED, that, subject to the approval of shareholders of the Parent, the Parent shall merge itself into said Subsidiary, which Subsidiary shall be the corporation surviving the merger and shall assume all of the rights and obligations of the Parent; and it is

FURTHER RESOLVED, that the merger shall be effective on the date of filing a Certificate of Ownership and Merger with the Secretary of State of Delaware; and it is

FURTHER RESOLVED, that the terms and conditions of the merger are contained in the Plan of Merger attached hereto as Exhibit "A"; and it is

FURTHER RESOLVED, that the proposed merger shall be submitted to the stock holders of the Parent at a meeting of such stockholders duly called and held after twenty days' notice of the purpose thereof mailed to the address of each such stockholder as it appears in the records of the corporation; and upon receiving the affirmative vote of the holders of at least a majority of the outstanding stock entitled to vote thereof of the Parent, the merger shall be approved; and it is

FURTHER RESOLVED, that the proper officer of the Parent be, and he hereby is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into the Subsidiary, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: That the merger has been approved by the holders of at least a majority of the outstanding stock entitled to vote thereof of the Parent at a meeting duly called and held.

FIFTH: That the Subsidiary survives the merger and may be served with the process in the State of Delaware in any proceeding for enforcement of any obligation of the Parent as well as for enforcement of any surviving corporation arising from the merger, including any suit or proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of the Section 262 Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 12001 Science Drive, Suite 140, Orlando, FL 32826, until the Subsidiary, as the surviving corporation, shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such

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process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to the Subsidiary at the above address.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Parent at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Parent has caused this Certificate to be signed by its duly authorized officer this 11th day of February 2002.

SURGILIGHT, INC.,
a Delaware corporation

By: 
Timothy J. Shea, Chief Operating Officer

clientsurglight/gh/000/p/de/cert merge.2001

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Fax: 4074250032

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