

P02000010884

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000032235 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : ATLAS PEARLMAN, P.A. -mmpm
Account Number : 076247002423
Phone : (954)763-1200
Fax Number : (954)766-7800

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 FEB -7 PM 4:55

RECEIVED
02 FEB -7 PM 2:37
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

VDAT/MOD ACQUISITION CORP.

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

Merger
02/08/02
De

ARTICLES OF MERGER
Merger Sheet

MERGING:

MEDIA ON DEMAND.COM, INC., a Delaware corporation not qualified to
transact business in the State of Florida

INTO

VDAT/MOD ACQUISITION CORP., a Florida entity, P02000010884

File date: February 7, 2002

Corporate Specialist: Darlene Connell

H02000032235 2

FILED STATE
SECRETARY OF CORPORATIONS
2002 FEB -7 PM 4:55

**ARTICLES OF MERGER
OF
MEDIA ON DEMAND.COM, INC.
(a Delaware corporation)
WITH AND INTO
VDAT/MOD ACQUISITION CORP.
(a Florida corporation)**

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. MEDIA ON DEMAND.COM, INC., a Delaware corporation ("DELAWARE"), shall be merged (the "Merger") with and into VDAT/MOD ACQUISITION CORP., a Florida corporation bearing Document Number P02000010884 ("Florida"). FLORIDA and DELAWARE are sometimes hereinafter collectively referred to as the "Constituent Corporations." FLORIDA shall be the surviving corporation of the Merger (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 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.

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) 783-1200

H02000032235 2

344776_1.DOC

H02000032235 2

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.

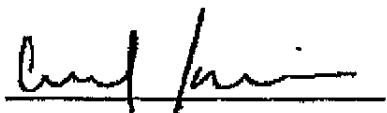
4. Conversion of Shares. On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, all outstanding shares of DELAWARE capital stock shall be converted at the Effective Date of the Merger into the right to receive an aggregate of 3,400,000 fully paid and nonassessible restricted share(s) of Visual Data Corporation ("VDAT"), common stock, \$.0001 par value, pursuant to Section 3.1 of the Agreement and Plan of Merger (the "Plan of Merger") between VDAT and DELAWARE and certain of DELAWARE's shareholders. 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 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 January 25, 2002, by FLORIDA's Shareholder by Unanimous Written Consent dated January 25, 2002, by DELAWARE's Board of Directors by Unanimous Written Consent dated January 15th, 2002; and by a majority of DELAWARE's Shareholders by Written Consent dated January 25th, 2002.

Signed this 7 day of February 2002.

MEDIA ON DEMAND.COM, INC.
a Delaware corporation



Charles Saracino, its President

VDAT/MOD ACQUISITION CORP.
a Florida corporation



Randy S. Selman, its President

H02000032235 2

344776_1.DOC