

P02000016508

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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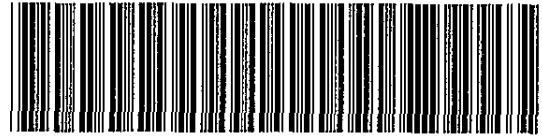
(Business Entity Name)

(Document Number)

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02/27/03--01028--019 \*\*78.75

03 MAR 14 AM 9:34  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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P02000016508  
Share Exchange  
3-14-03  
2/18/03  
3-14-03

**Hamilton  
Lehrer &  
Dargan, P.A.**

A Professional Association  
Attorneys and Counselors at Law

2 East Camino Real, Suite 202  
Boca Raton, Florida 33432

Telephone: 561-416-8956  
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bbxlawyer@aol.com  
www.HLDPA.com

February 25, 2003

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

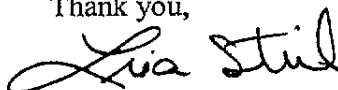
RE: Articles of Share Exchange; Plan of Share Exchange

Enclosed herewith please find the original and one (1) copy of the Articles of Share Exchange and the Plan of Share Exchange for World Health Alternatives, Inc. along with our firm's check in the amount of \$78.75 representing the following fees:

Filing Fee	\$70.00
Certified Copy	\$ 8.75
Total	\$78.75

Please return to us a certified copy of the Articles of Share Exchange and Plan of Share Exchange in the enclosed self-addressed stamped envelope. All correspondence regarding this filing should be directed to Brenda Hamilton, Esquire, at the above address.

Thank you,



Lisa Steil  
For the Firm

Enc.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 6, 2003

HAMILTON LEHRER & DARGAN, P.A.  
% LISA STEIL  
2 EAST CAMINO REAL, SUITE 202  
BOCA RATON, FL 33432

SUBJECT: WORLD HEALTH ALTERNATIVES INC.  
Ref. Number: P02000016508

We have received your document for WORLD HEALTH ALTERNATIVES INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

Please verify all the dates in your document. In part 1, you state the agreement date as being Dec. 27, 2003. This date is not acceptable.

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) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 203A00014194

**Hamilton  
Lehrer &  
Dargan, P.A.**

2 East Camino Real, Suite 202  
Boca Raton, Florida 33432

A Professional Association  
Attorneys and Counselors at Law

Telephone: 561-416-8956  
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bbxlawyer@aol.com  
www.HLDPA.com

VIA FEDERAL EXPRESS

March 11, 2003

Ms. Carol Mustain  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

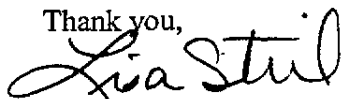
RE: World Health Alternatives, Inc.  
Reference Number: P02000016508  
Letter Number: 203A00014194

Enclosed herewith please find the original and one (1) copy of the Articles of Share Exchange for World Health Alternatives, Inc. We had previously sent our filing fee of \$78.75, which represents:

Filing Fee	\$70.00
Certified Copy	\$ 8.75
Total	\$78.75

Please return to us a certified copy of the Articles of Share Exchange in the enclosed self-addressed stamped envelope. All correspondence regarding this filing should be directed to us at the above address.

Thank you,



Lisa Steil  
For the Firm

Enc.

ARTICLES OF SHARE EXCHANGE OF  
WORLD HEALTH ALTERNATIVES INC., a Florida Corporation,  
with  
BETTER SOLUTIONS, INC. a Pennsylvania Corporation

ARTICLES OF SHARE EXCHANGE between WORLD HEALTH  
ALTERNATIVES INC. a Florida Corporation, and BETTER SOLUTIONS,  
INC. a Pennsylvania Corporation.

FILED  
03 MAR 14 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Under §607.1105 of the Florida Business Corporation Act (the "Act"), WORLD HEALTH ALTERNATIVES INC. and BETTER SOLUTIONS, INC. adopt the following Articles of Share Exchange.

1. The Agreement and Plan of Share Exchange December 27, 2002 ("Plan of Share Exchange"), between WORLD HEALTH ALTERNATIVES INC. and BETTER SOLUTIONS, INC. was approved and adopted by the shareholders of BETTER SOLUTIONS INC. on February 14, 2003 and was adopted by the Board of Directors of WORLD HEALTH ALTERNATIVES INC. on December 27, 2002, because shareholder approval of the Plan of Share Exchange is not required by the shareholders of WORLD HEALTH ALTERNATIVES INC. by 607.1103(7)/§607.1103(1) of the Act.
2. Under the Plan of Share Exchange, all issued and outstanding shares of BETTER SOLUTIONS, INC.'s stock will be exchanged for newly issued shares of the Common stock of WORLD HEALTH ALTERNATIVES INC.'s common stock and Better SOLUTIONS, INC. will become a wholly owned subsidiary OF WORLD HEALTH ALTERNATIVES INC.
3. The Plan of Share Exchange is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Share Exchange shall be on the filing of these Articles of Share Exchange with the Secretary of State of Florida.

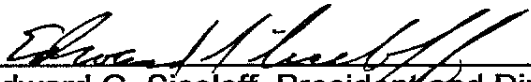
IN WITNESS WHEREOF, the parties have set their hands on February 20, 2003.

ATTEST:

Better Solutions, Inc., a Pennsylvania Corporation

  
By: Richard McDonald President and Director

World Health Alternatives Inc. a Florida corporation

  
By: Edward G. Siceloff, President and Director

[President or Vice President]

## PLAN OF SHARE EXCHANGE

This Plan of Share Exchange ("Plan") is entered into between WORLD HEALTH ALTERNATIVES, INC. ("Acquiror") and BETTER SOLUTIONS, INC ("Acquiree").

1. Distribution to Shareholders. On the Effective Date, all of the shareholders of Acquiree not dissenting from the Plan shall exchange all of the outstanding stock of Acquiree for shares of Acquiror and Acquiree shall become a wholly owned subsidiary of Acquiror.

2. Satisfaction of Rights of Acquiree's Shareholders. All shares of Acquiror's stock into which shares of Acquiree's stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

3. Fractional Shares. Fractional shares of Acquiror's stock will be rounded up to the next whole share.

4. Supplemental Action. If at any time after the Effective Date, Acquiror shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Acquiror or Acquiree, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.

5. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement and Plan of Share Exchange of which this Plan is a part, Acquiror and Acquiree shall cause their respective Presidents (or Vice Presidents) to execute Articles of Share Exchange in the form attached to this Plan and, on execution, this Plan shall be deemed incorporated by reference into the Articles of Share Exchange as if fully set forth in such Articles and shall become an exhibit to such Articles of Share Exchange. Thereafter, the Articles of Share Exchange shall be delivered for filing to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Florida Business Corporation Act (the "Act"), the Articles of Share Exchange shall specify the "Effective Date." The Effective Date shall be the filing date of the Articles of Share Exchange.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by Acquiror or Acquiree by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of Acquiree by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

7. Termination. At any time before the Effective Date (whether before or after

filing the Articles of Share Exchange), this Plan may be terminated and the share exchange abandoned by mutual consent of the Boards of Directors of both corporations, notwithstanding favorable action by the shareholders of Acquiree.