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Share Exchange

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(CORPORATE NAME & DOCUMENT #)

NuWay Medical, Inc. + Premium Medical Group Inc.

2.)

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Articles of Share Exchange
of
NuWay Medical, Inc., a Delaware corporation,
with
Premium Medical Group, Inc., a Florida corporation

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ARTICLES OF SHARE EXCHANGE between NuWay Medical, Inc., a Delaware corporation ("NuWay") and Premium Medical Group, Inc., a Florida corporation ("Premium").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), NuWay and Premium adopt the following Articles of Share Exchange.

1. The Agreement and Plan of Share Exchange dated January 30, 2004 ("Plan of Share Exchange"), between NuWay, Premium et al. was approved and adopted by the shareholders of Premium on January 30, 2004 and was adopted by the Board of Directors of NuWay on January 30, 2004, because shareholder approval of the Plan of Share Exchange is not required by the shareholders of NuWay.

2. Under the Plan of Share Exchange, all issued and outstanding shares of Premium stock will be exchanged for 30,000,000 shares of common stock of NuWay and Premium will become a wholly owned subsidiary of NuWay.

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 January 30, 2004.

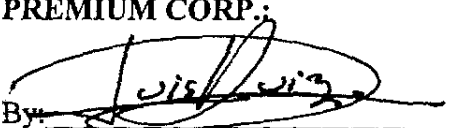
ATTEST:

NUWAY, INC.:

By: _____

See attached
Dennis Calvert, President

By: 
Assistant Secretary

PREMIUM CORP.:
By: 
Luis A. Ruiz, President

**Articles of Share Exchange
of
NuWay Medical, Inc., a Delaware corporation,
with
Premium Medical Group, Inc., a Florida corporation**

ARTICLES OF SHARE EXCHANGE between NuWay Medical, Inc., a Delaware corporation ("**NuWay**") and Premium Medical Group, Inc., a Florida corporation ("**Premium**").

Under §607.1105 of the Florida Business Corporation Act (the "**Act**"), NuWay and Premium adopt the following Articles of Share Exchange.

1. The Agreement and Plan of Share Exchange dated January 30, 2004 ("**Plan of Share Exchange**"), between NuWay, Premium et al. was approved and adopted by the shareholders of Premium on January 30, 2004 and was adopted by the Board of Directors of NuWay on January 30, 2004, because shareholder approval of the Plan of Share Exchange is not required by the shareholders of NuWay.

2. Under the Plan of Share Exchange, all issued and outstanding shares of Premium stock will be exchanged for 30,000,000 shares of common stock of NuWay and Premium will become a wholly owned subsidiary of NuWay.

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 January 30, 2004.

ATTEST:

By: 

NUWAY, INC.:


Dennis Calvert, President

PREMIUM CORP.:

By: _____

By: _____
Luis A. Ruiz, President

PLAN OF SHARE EXCHANGE

This Plan of Share Exchange ("**Plan**") is entered into between NuWay Medical, Inc., a Delaware corporation ("**Acquiror**") and Premium Medical Group, Inc., a Florida corporation ("**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 30,000,000 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. Not Applicable.

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, as specified herein or in the Agreement and Plan 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.