

07/13/2005 10:39 FAX 407 423-1831

DEAN MEAD ORLANDO

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MEDWORLD GROUP CORPORATION

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ARTICLES OF MERGER
OF MEDX CORPORATION
WITH AND INTO MEDWORLD GROUP CORPORATION

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The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MedWorld Group Corporation	Florida	P05000074788

SECOND: The name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MedX Corporation	Florida	P96000078257

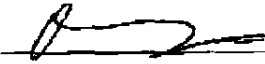

THIRD: The Agreement and Plan of Merger is attached and meets the requirements of Section 607.1101, Florida Statutes.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by surviving corporation:
The Plan of Merger was adopted by the Board of Directors of the surviving corporation on June 17, 2005, and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation:
The Plan of Merger was adopted by the majority shareholders of the merging corporation entitled to vote on June 14, 2005.

SEVENTH: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
MedWorld Group Corporation		Michael V. Dettmers President
MedX Corporation		Michael V. Dettmers President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into this 17th day of June, 2005, by and between MEDX CORPORATION, a Florida corporation ("MedX"), and MEDWORLD GROUP CORPORATION, a Florida corporation ("MedWorld").

Recitals

WHEREAS, the Board of Directors of MedX and MedWorld have resolved that MedX be merged, pursuant to Section 607.1101 of the Florida Business Corporation Act, with and into MedWorld, with MedWorld being the "Surviving Corporation".

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree with the following terms and conditions:

1. **Recitals.** The recitals as set forth above are true and correct and are hereby incorporated herein by reference.

2. **Merger.** The Board of Directors of MedX and MedWorld hereby agree that MedX, at the Effective Date (as hereinafter defined), shall be merged with and into MedWorld (the "Merger").

3. **Effects of Merger.**

3.1 **Certain Effects of Merger.** On the Effective Date, the separate existence of MedX shall cease and MedX shall be merged with and into MedWorld which, as the Surviving Corporation, shall possess all of the rights, privileges, powers and franchises of a public as well as private nature, and shall be subject to all restrictions, disabilities and duties of MedX and all and singular, the rights, privileges, powers and franchises of MedX and all property, real, personal and mixed, and all debts due to MedX on whatever account, and all other things in action or belonging to MedX shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of the Surviving Corporation as they were of MedX, and the title to any real estate vested by deed or otherwise under the laws of Florida or any other jurisdiction shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of MedX shall be preserved unimpaired, and all debts, liabilities and duties of MedX shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the officers of the Surviving Corporation may, in the name of MedX, execute and deliver all such properties, assignments and other instruments and take or cause to be taken all such

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further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of MedX's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Corporation; Articles of Incorporation.

4.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be MedWorld Group Corporation.

4.2 Articles of Incorporation. The Articles of Incorporation of MedWorld, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Corporation.

4.3 Bylaws. The Bylaws of MedWorld, from and after the Effective Date, shall be the Bylaws of the Surviving Corporation until changed or amended in accordance with the terms thereof.

5. Conversion of Stock and Other Securities. The manner and basis of converting the shares of stock of MedX into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of MedX into rights to acquire shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or on part, into cash or other property, are as follows:

5.1 MedX Common Stock. On the Effective Date of the Merger:

(a) Each share of common stock, \$1.00 par value, of MedX that is outstanding immediately prior to the Merger and issued to shareholders who have agreed, in writing (in a written agreement or other written instrument delivered to MedX and the Surviving Corporation on or prior to the date hereof), to either contribute or loan to the Surviving Corporation their pro rata share of all shareholder contributions or loans approved by the Board of Directors of the Surviving Corporation or personally guarantee the repayment of their pro rata share of all shareholder loans to the Surviving Corporation approved by its Board of Directors, will be entitled to receive consideration equal to one (1) share of common stock, \$0.01 par value, of the Surviving Corporation for each share of MedX stock owned by such shareholder immediately prior to the Merger.

(b) All other holders of common stock, \$1.00 par value, of MedX that is outstanding immediately prior to the Merger, will be entitled to receive cash consideration equal to Three Hundred Seventy-Five Dollars (\$375.00) for each share of MedX stock owned by each such shareholder immediately prior to the Merger.

5.2 MedWorld Common Stock. On the Effective Date of the Merger, each share of common stock, \$0.01 par value, of MedWorld issued and outstanding immediately prior to the Merger shall remain issued and outstanding and shall be unchanged as a result of the

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Merger, and no shares of stock of MedWorld or other forms of consideration will be issued as a result of the Merger.

6. Miscellaneous.

6.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the Board of Directors of MedX or the Board of Directors of MedWorld, if the Board of Directors of MedX or the Board of Directors of MedWorld duly adopt a resolution abandoning this Agreement and Plan of Merger.

6.2 Effective Date. The Effective Date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

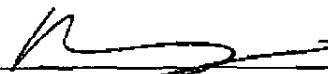
IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

"MEDX"

MEDX CORPORATION

DAVID FLEMING
Print Name: David Fleming

By: 
Michael V. Dettmers, President

Eric Monopoli
Print Name: Eric Monopoli

"MEDWORLD"

MEDWORLD GROUP CORPORATION

DAVID FLEMING
Print Name: David Fleming

By: 
Michael V. Dettmers, President

Eric Monopoli
Print Name: Eric Monopoli