

To: FL Dept. of State  
Subject: 00043852658

From: Katie Worsch

Thursday, June 01, 2006 12:12 PM Page: 1 of 4

POL0000038163

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
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Fax Number : (850) 224-1640

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000438-52658

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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**TOTALMED, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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To: FL Dept. of State  
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From: Katie Wonsch

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850-205-0381

5/31/2006 10:05

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Florida Dept of State



May 31, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ENOTES SYSTEMS, INC.  
8527 SW 70TH STREET  
TRENTON, FL 32693

SUBJECT: ENOTES SYSTEMS, INC.  
REF: P06000038163

PLEASE GIVE ORIGINAL SUBMISSION  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109, Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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) 245-6957.

Pamela Smith  
Document Specialist

FAX Aud. #: E06000145885  
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P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
(Profit Corporations)

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The following articles of merger are submitted in accordance with the Florida Business Corporation pursuant to section 607.1105, Florida Statutes.

EFFECTIVE DATE  
06/15/06

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known / applicable)
<u>TotalMed, Inc.*</u>	<u>Delaware</u>	<u>Not Applicable</u>

\*Pursuant to the accompanying Plan of Merger, the surviving corporation (TotalMed, Inc.) will relinquish its corporate name and assume, in place thereof, the name of the merging corporation (eNotes Systems, Inc.) as indicated below in the Second paragraph

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known / applicable)
<u>eNotes Systems, Inc.</u>	<u>Florida</u>	<u>P06000038163</u>

Third: The Plan of Merger is attached.

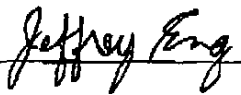
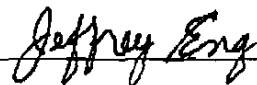
Fourth: The merger shall become effective on June 15, 2006.

Fifth: Adoption of Merger by surviving corporation - The Plan of Merger was adopted by the board of directors of the surviving corporation on May 26, 2006 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation - The Plan of Merger was adopted by the board of directors of the merging corporation on May 26, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Type or Printed Name of Individual &amp; Title</u>
<u>TotalMed, Inc.</u>		<u>Jeffrey Eng, President</u>
<u>eNotes Systems, Inc.</u>		<u>Jeffrey Eng, President</u>

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**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

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The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 (i.e. 100) percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>TotalMed, Inc.</u>	<u>Delaware</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>eNotes Systems, Inc.</u>	<u>Florida</u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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 each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Not applicable. There will be no conversion of the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property because the parent (surviving corporation) owns 100 percent of the subsidiary that is merging into it.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Not applicable. The surviving corporation (the parent) owns 100% of the subsidiary, and there are no dissenting shareholders of the subsidiary.

Other provisions relating to the merger are as follows:

In connection with the merger, the parent corporation (the surviving corporation, TotalMed, Inc.) will relinquish its corporate name and assume in place thereof the name of the subsidiary corporation (eNotes Systems, Inc.)

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