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MERGER OR SHARE EXCHANGE

HEALTHCARE.COM, INC.

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**ARTICLES AND PLAN OF MERGER
OF
HEALTHCARE.COM INC., a BVI Business Company
AND
HEALTHCARE.COM, INC., a Florida corporation**

The undersigned entities hereby submit these Articles and Plan of Merger pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act"), and certify that:

1. Healthcare.com Inc., a business company organized under the laws of the British Virgin Islands ("Healthcare.com BVI") shall be merged with and into Healthcare.com, Inc., a Florida corporation ("Healthcare.com Florida") and Healthcare.com Florida shall be the surviving entity.
2. The Plan of Merger (as hereinafter defined) pursuant to which Healthcare.com BVI shall be merged with and into Healthcare.com Florida (the "Merger"), was approved by the shareholders of Healthcare.com BVI and Healthcare.com Florida in accordance with the applicable provisions of the Act and applicable British Virgin Islands law.
3. The Merger shall become effective on the date these Articles and Plan of Merger have been accepted for filing by the Secretary of State of the State of Florida.
4. The Merger shall be carried out in accordance with the plan of merger set forth below (the "Plan of Merger").

PLAN OF MERGER

Section 1. The Parties.

- (a) Healthcare.com BVI shall be merged with and into Healthcare.com Florida, and Healthcare.com Florida shall be the surviving entity of the Merger.
- (b) The Memorandum and Articles of Association of Healthcare.com BVI, BC number 1043570, were filed with the Registrar of Companies of the British Virgin Islands on August 3, 2006.
- (c) The Articles of Incorporation of Healthcare.com Florida were filed with the Secretary of State of the State of Delaware on January 8, 2007 and a certificate of domestication was filed with the Department of State of the State of Florida on April 3, 2007.

Section 2. Terms and Conditions of Merger.

(a) The Merger shall become effective on the date these Articles and Plan of Merger have been accepted for filing by the Secretary of State of the State of Florida. (the "Effective Date").

(b) As of the Effective Date, Healthcare.com BVI will be merged into and with Healthcare.com, and Healthcare.com Florida shall be the surviving entity of the Merger and will continue to exist under its present name pursuant to the provisions of the Act. Also as of the Effective Date, Healthcare.com BVI shall cease to have a separate legal existence in accordance with the provisions of the Act and applicable British Virgin Islands law.

(c) From and after the Effective Date, the Articles of Incorporation of Healthcare.com Florida, as in effect immediately prior to the Effective Date, shall remain in effect and shall be the Articles of Incorporation of the Surviving Entity, subject to such further amendments as are permitted by the Act.

(d) From and after the Effective Date, the Bylaws of Healthcare.com Florida, as in effect immediately prior to the Effective Date shall remain in effect and be the Bylaws of Healthcare.com Florida as the surviving entity of the Merger, subject to such further amendments as are permitted by their terms and the Act.

(e) From and after the Effective Date, the Directors and Officers of Healthcare.com Florida as appointed immediately prior to the Effective Date of the Merger shall be the Board of Directors and the Officers of Healthcare.com Florida as the surviving entity of the Merger, all of whom shall hold their respective positions as Directors and Officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of Healthcare.com Florida or the Act.

Section 3. Manner and Basis of Converting Shares.

(a) Immediately preceding the merger, there were 20 shares of common stock issued and outstanding in Healthcare.com BVI and 1 share of common stock issued and outstanding in Healthcare.com Florida.

(b) The shares of Healthcare.com BVI issued and outstanding immediately before the Merger, shall be converted into shares of common stock of Healthcare.com Florida, as follows:

Shareholder	No. of Shares in Healthcare.com BVI	No. of Shares in Healthcare.com Florida
Matias de Tezanos	16	8,000,000 Common Stock
Manuel Ayau	2	1,000,000 Common Stock
Christian Alfredo Chena Nuñez	2	1,000,000 Common Stock

(c) The basis for such conversion is that each share of Healthcare.com BVI issued and outstanding immediately before the Merger, shall be converted into and become exchangeable for 500,000 shares of common stock of Healthcare.com Florida.

(d) Healthcare.com Florida shall, as soon as practicable following the Effective Date, issue and deliver to each Shareholder as such address as the Shareholder may direct, a certificate or certificates for the number of shares of stock to which such Shareholder shall be entitled as aforesaid.

(e) From and after the Effective Date of the Merger, without any further action on the part of any party, all previously issued and outstanding shares of stock of Healthcare.com Florida and Healthcare.com BVI shall, by virtue of the Merger and without any action on the part of Healthcare.com Florida or Healthcare.com BVI or any holder thereof, be cancelled. The former holders of shares of Healthcare.com BVI shall be entitled only to the rights provided for herein, in the Articles of Incorporation of Healthcare.com Florida, as amended, and under Florida law

(f) The Plan of Merger, including the basis and manner of conversion of the stock of Healthcare.com BVI into stock of Healthcare.com Florida, was unanimously approved by the shareholders and Board of Directors of each of Healthcare.com BVI and Healthcare.com Florida.

Section 4. Payment for Company Stock. As consideration for the issuance of Common Stock of Healthcare.com Florida to each shareholder of Healthcare.com BVI, Healthcare.com BVI shall transfer all of its assets and assign all of its contracts to Healthcare.com Florida. Healthcare.com Florida shall assume any and all liabilities of Healthcare.com BVI outstanding as of the Effective Date.

Section 5. Governing Law. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida without regard to conflicts of laws principles thereunder.

[SIGNATURES CONTINUED ON NEXT PAGE]

IN WITNESS WHEREOF, these Articles and Plan of Merger have been duly executed by Healthcare.com BVI and Healthcare.com Florida on this 23rd day of April, 2007.

**HEALTHCARE.COM INC, a BVI
Business Company**

By: _____
Name: Matias de Tezanos
Title: Director

**HEALTHCARE.COM, INC., a Florida
Corporation**

By: _____
Name: Matias de Tezanos
Title: President and CEO