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MERGER OR SHARE EXCHANGE
Digital Healthcare, Inc.

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**ARTICLES OF MERGER
FOR
FLORIDA PROFIT CORPORATION**

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

FIRST: The exact name, form/entity type and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	FL Document #
Digital Healthcare, Inc.	South Dakota	n/a

SECOND: The exact name, form/entity type and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	FL Document #
Digital Healthcare, Inc.	Florida	P10000083444

THIRD: The plan of merger is attached hereto as Exhibit A.

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

FIFTH: In accordance with the applicable provisions of Chapters 607, Florida Statutes the merger was approved as follow: (a) by the directors of the merging corporation on October 12, 2010; (b) by the shareholders of the merging corporation on October 29, 2010; (c) by the sole shareholder of the surviving corporation on October 12, 2010; and (d) approval of the directors of the surviving corporation was not required pursuant to 607.1104.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by an authorized officer, the 29th day of October, 2010.

**DIGITAL HEALTHCARE, INC.,
a Florida corporation**

By: Don Blinzinger
Don Blinzinger, President

**DIGITAL HEALTHCARE, INC.,
a South Dakota corporation**

By: Don Blinzinger
Don Blinzinger, President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with §607.1107 of the Florida Business Corporation Act (the "FL Act") and §47-1A-1104 of the South Dakota Business Corporation Act (the "SD Act"), and is being submitted in accordance with §607.1105 of the Florida Act and §47-1A-1102.3 of the SD Act.

FIRST: The exact name and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type</u>
Digital Healthcare, Inc. ("Digital-SD")	South Dakota	Corporation

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type</u>	<u>Document #</u>
Digital Healthcare, Inc. ("Digital-FL" or "Survivor")	Florida	Corporation	P10000083444

THIRD: The terms and conditions of the merger are as follows:

A. Digital-SD shall be merged with and into the Digital-FL, with Digital-FL being the surviving entity. On the effective date of the Merger the separate existence of Digital-SD shall cease in accordance with the provisions of SD Act and the FL Act.

B. At the effective time and date of the merger, the Survivor shall be responsible and liable for all of the liabilities, obligations and penalties of Digital-SD. At the effective time and date of the merger, the Survivor shall possess all the rights, privileges, immunities, powers, and purposes of Digital-SD; all the property, real and personal of Digital-SD, shall vest in the Survivor without further act or deed.

FOURTH:

The manner and basis of converting the shares of Digital-SD into shares of the Survivor are as follows:

a) Each share of common stock of Digital-SD shall be automatically converted into an a share of common stock of the Survivor.

b) Each share of any series of preferred stock of Digital-SD shall be automatically converted into a share of Series A preferred stock of the Survivor.

c) Each share of stock of Digital-FL outstanding immediately prior to the merger shall be surrendered and cancelled.

FIFTH:

The Articles of Incorporation of Digital-FL will be the Articles of Incorporation of Survivor and shall continue in full force and effect until amended in the manner prescribed by the provisions of the FL Act.