

P93000033537

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WASHINGTON, D.C.

Catherine T. White

January 30, 1997

VIA Federal Express

Florida Secretary of State
Division of Corporations
Attention: Susan Payne, Esquire
409 East Gaines Street
Tallahassee, FL 32399

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91 JAN 31 AM 11:20
DIVISION OF CORPORATIONS
SECRET
FILE: 50479.9
Direct Dial (703) 714-7447

Multimedia Medical Systems Inc.

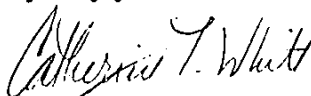
Dear Ms. Payne:

Enclosed for filing effective January 31, 1997, please find Articles of Merger merging md/tv, Inc., a Florida corporation, with and into Multimedia Medical Systems Inc., a Delaware corporation. The form of these Articles of Merger was pre-cleared by you earlier this week.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50, to cover the filing fee of \$35.00 for each corporation involved in the merger, and the \$52.50 fee for a certified copy of the Certificate of Merger. Please send the certified copy to my attention at the above address.

Please advise me of the effectiveness of the filing by telephone at (703) 714-7447 or by facsimile at (703) 714-7410. Thank you very much for your assistance on this matter.

Very truly yours,



Catherine T. White

Enclosure

cc: Mr. V. Brewster Jones
Michael R. Lincoln, Esquire

merger 1/31/97
SP

ARTICLES OF MERGER
Merger Sheet

MERGING:

MD/TV, INC., #P93000033537, a FL corp.
,

INTO

MULTIMEDIA MEDICAL SYSTEMS INC. a Delaware corporation not qualified
in Florida

File date: January 31, 1997

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
OF
MD/TV, INC.
WITH AND INTO
MULTIMEDIA MEDICAL SYSTEMS INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 31 AM 11:20

Pursuant to the provisions of Sections 607.1104 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), Multimedia Medical Systems Inc., a Delaware corporation, and the sole shareholder of md/tv, Inc., a Florida corporation ("md/tv"), does hereby adopt the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are Multimedia Medical Systems Inc., a Delaware corporation and md/tv, Inc., a Florida corporation. The surviving corporation (the "Surviving Corporation") in the Merger is Multimedia Medical Systems Inc.

SECOND: The Plan of Merger is attached hereto as Exhibit A.

THIRD: The Plan of Merger was approved by the Board of Directors of Multimedia Medical Systems Inc. at a meeting on January 27, 1997. No shareholder approval was required pursuant to Section 607.1104 of the FCBA.

FOURTH: In accordance with the provisions of Section 607.1105(1) of the FBCA, the Effective Date and Time of the Merger shall be the date and time when the surviving corporation files these Articles of Merger with the Florida Department of State.

FIFTH: Immediately after the Merger the corporate existence of md/tv would terminate.

IN WITNESS WHEREOF, Multimedia Medical Systems Inc. has caused these Articles of Merger to be executed as of this 31st day of January, 1997.

(CORPORATE SEAL)

MULTIMEDIA MEDICAL SYSTEMS INC.

ATTEST:

By: _____

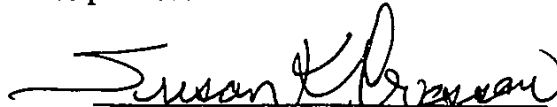
V. Brewster Jones,
Executive Vice President

By: _____

[ACKNOWLEDGEMENT ON FOLLOWING PAGE]

COMMONWEALTH OF VIRGINIA
COUNTY OF FAIRFAX

Sworn to and subscribed before me this 30th day of January, 1997, by V. Brewster Jones as Executive Vice-President of **MULTIMEDIA MEDICAL SYSTEMS INC.**, a Delaware corporation, on behalf of the corporation.


(Signature of Notary Public)

Susan K. Crosson

(Print, Type or Stamp Commissioned name of
Notary Public)

Personally known X; OR Produced

Commission Expires: 4/30/2000
Type of Identification Produced:

Identification ____;

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EXHIBIT A
PLAN OF MERGER

THIS PLAN OF MERGER is entered into as of January 31, 1997 ("Plan of Merger") by **MULTIMEDIA MEDICAL SYSTEMS INC.**, a Delaware corporation (the "Parent"), the sole owner of the authorized, issued and outstanding capital stock of **MD/TV, INC.**, a Florida corporation (the "Subsidiary").

RECITALS

A. The Parent owns one hundred percent (100%) of the authorized, issued and outstanding capital stock of the Subsidiary.

B. The Board of Directors of the parent has determined that it is in the best interests of the Parent and the Subsidiary to merge the Subsidiary with and into the Parent, with the Parent being the surviving corporation.

C. The Merger shall be entered into pursuant to Section 253 of the Delaware General Corporation Law ("DGCL") and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act ("FBCA").

D. The Merger is intended to constitute a complete liquidation of the Subsidiary for purposes of Section 332 and 337 of the Internal Revenue Code, with the Parent receiving all of the net assets of the Subsidiary in exchange for the stock of such Subsidiary.

E. The Board of Directors of the Parent has approved this Plan of Merger, and the Parent, as the sole shareholder of the Subsidiary, has waived the requirement of a mailing of this Plan of Merger in accordance with Section 607.1104(2) of the FBCA. No shareholder approval of this Plan of Merger is required.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and the agreements herein contained, the Parent hereby states as follows:

ARTICLE I
MERGER

In accordance with the laws of the State of Delaware and the State of Florida, the Subsidiary and the Parent hereby agree that, subject to the terms and conditions hereinafter set forth, the Subsidiary shall be merged into the Parent and the separate corporate existence of the Subsidiary shall thereupon cease, the Parent shall be the surviving corporation (the "Surviving Corporation") and the Surviving Corporation shall continue to have the name "Multimedia Medical Systems Inc." and be governed by the laws of the State of Delaware and the terms of the Merger, and the mode of carrying them into effect shall be as set forth in this Plan of Merger.

**ARTICLE II
CERTIFICATE OF INCORPORATION**

The Certificate of Incorporation of the Parent, as in effect immediately prior to the Effective Time of the Merger (as defined below), shall be the Certificate of the Surviving Corporation at the Effective Time of the Merger.

**ARTICLE III
BYLAWS**

The Bylaws of the Parent, as in effect immediately prior to the Effective Time of the Merger, shall be the Bylaws of the Surviving Corporation at the Effective Time of the Merger.

**ARTICLE IV
BOARD OF DIRECTORS**

The Board of Directors and Officers of the Parent immediately prior to the Effective Time of the Merger shall be the Directors and Officers of the Surviving Corporation at the Effective Time of the Merger.

**ARTICLE V
EFFECT OF MERGER ON SUBSIDIARY STOCK**

Each share of the Subsidiary's Common Stock shall be canceled at the Effective Time of the Merger.

**ARTICLE VI
EFFECT OF MERGER GENERALLY**

At the Effective Time of the Merger, the effect of the Merger shall be as provided by the applicable provisions of the DGCL and the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time of the Merger: the separate existence of the Subsidiary shall cease; the Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of the Subsidiary; all obligations belonging to or due the Subsidiary shall be vested in, and become the obligations of, the Surviving Corporation without further act or deed; title to any real estate or interest therein vested in the Subsidiary shall not revert or in any way be impaired by reason of the Merger; all rights of creditors and all liens upon any property of the Subsidiary shall be preserved unimpaired; and the Surviving Corporation shall be liable for all of the obligations of the Subsidiary and any claim existing, or action or proceeding pending, by or against the Parent may be prosecuted to judgment with right of appeal, as if the Merger had not taken place.

If at any time after the Effective Time of the Merger the Surviving Corporation shall consider that any further conveyances, agreements, documents, instruments and assurances of law or any other things are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property, rights, privileges, powers and franchises of the Subsidiary or otherwise to carry out the provisions of this Plan of Merger, the Board of Directors and officers of the Subsidiary last in office shall execute and deliver, upon the Surviving Corporation's reasonable request, any and all conveyances, agreements, documents, instruments and assurances of law, and do all things necessary or proper to vest, perfect, or confirm title to such property, rights, privileges, powers and franchises in the Surviving Corporation, and otherwise to carry out the provision of this Plan of Merger.

ARTICLE VII EFFECTIVE TIME OF MERGER

As used in this Plan of Merger, the "Effective Time of the Merger" shall mean the time at which this Plan of Merger has been duly filed by the Surviving Corporation in the office of the Secretary of State of Delaware and the Florida Department of State.

ARTICLE VIII DISSENTERS RIGHTS


The Parent, as the sole shareholder of the Subsidiary, waives any rights pursuant to Section 607.1320 of the FBCA.

[SIGNATURE PAGE FOLLOWS]


IN WITNESS WHEREOF, the Parent, pursuant to the approval and authority duly given by resolution adopted by its Board of Directors, has caused this Plan of Merger to be executed by the President or Vice President and attested by the Secretary or an Assistant Secretary, as of the date first above written.

MULTIMEDIA MEDICAL SYSTEMS INC.

By: _____


V. Brewster Jones
Executive Vice President

Attest: _____


Matthew Hantzmon
Assistant Secretary

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