

SHARPERSYSTEMS

P93000051183

200 Lions Drive
P.O. BOX 221
Covington, LA 70434

888/538-8219
FAX 504/893-8710

Med Link America, Inc.

December 14, 2000

800003502509--8
-12/15/00--01075--003
*****35.00 *****35.00

SRM, Inc.

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 33299

800003502509--8
-12/15/00--01075--004
*****35.00 *****35.00

Health Meds of Puerto Rico, Inc.

Attached please find the Articles of Merger, Plan of Merger, and related fees for Health Meds of Puerto Rico, Inc. and Delivery Systems Plus, Inc. We request a 01/01/2001 effective date.

Delivery Systems Plus, Inc.

Any questions or correspondence should be directed to my attention.

Sincerely,

Managed Assets Plus, Inc.



Kim Beach
Executive Director of Finance

Simply Business, Inc.

Cc: Jeff Schoen
Jones Fussell, L.L.P.
Via fax 504-892-4925

Amerilink Ventures, Inc.

Dennis Frentz
Frentz, Dyer & Associates
Via fax 504-892-0952

Carlos Perdomo
Diego Perdomo & Co.
Metro Office Park
Lot #4, Third Floor
Guaynabo, PR 00968

EFFECTIVE DATE
1/1/2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 15 PM 1:04

Merger

V. SHEPARD DEC 21 2000

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

DELIVERY SYSTEMS PLUS, INC., a Florida corporation, P93000035017

INTO

HEALTH MEDS OF PUERTO RICO, INC., a Florida entity, P93000051183.

File date: December 15, 2000 , effective January 1, 2001

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Health Meds of Puerto Rico, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Delivery Systems Plus, Inc.</u>	<u>Florida</u>

Third: The Plan of Merger is attached.

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

OR 01 / 01 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/4/00.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/4/00.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 15 PM 1:04
EFFECTIVE DATE
12/11/2001

[illegible]

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation are:

Name

Jurisdiction

Health Meds of Puerto Rico, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation are:

Name

Jurisdiction

Delivery Systems Plus, Inc.

Florida

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

Delivery Systems Plus, Inc. shall merge into Health Meds of Puerto Rico, Inc. (surviving corporation), such that all assets and liabilities of each corporation shall be vested in Health Meds of Puerto Rico, Inc. as of 1/1/01.

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

The shareholders of Delivery Systems Plus, Inc. shall receive proportionate shares of Health Meds of Puerto Rico, Inc. for each share of Delivery Systems Plus, Inc. as a result of the merger. Delivery Systems Plus, Inc. shall be duly endorsed, tendered, and cancelled by virtue of the merger.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A