

Division of Corporations

P95000045011

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000231822 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : EDWARD H. GILBERT, P.A.
Account Number : I19990000063
Phone : (561) 361-9300
Fax Number : (561) 361-9369

EFFECTIVE DATE**9-30-05****MERGER OR SHARE EXCHANGE****VIRTUAL IMAGING, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

RECEIVED

05 SEP 29 AM 8:00

DIVISION OF CORPORATIONS

TALLAHASSEE, FLORIDA

05 SEP 29 AM 8:44

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

((H05000231822 3)))

ARTICLES OF MERGER OF

Integrated Technologies of Southwest Florida, Inc.,
a Florida corporation

WITH AND INTO

Virtual Imaging, Inc.,
a Florida corporation

002
FILED
05 SEP 29 AM 8:44
ALLAHASSEE, FLORIDA

EFFECTIVE DATE
9-30-05

Pursuant to the provisions of § 607.1105 of the Florida Business Corporation Act (the "FBCA") and for the purpose of effecting the merger (the "Merger") of Integrated Technologies of Southwest Florida, Inc., a Florida corporation (the "Subsidiary") with and into Virtual Imaging, Inc., a Florida corporation (the "Parent" or the "Surviving Corporation"), the Parent and the Subsidiary have adopted these Articles of Merger (the "Articles of Merger").

1. The Merger Agreement. The plan and agreement of merger between the Subsidiary and the Parent is set forth in the Merger Agreement dated September 28, 2005 (the "Merger Agreement"), a copy of which is attached hereto as Exhibit 1 and incorporated herein by reference as if fully set forth herein.

2. Approval By The Parent. The Merger Agreement was unanimously approved by the board of directors of the Parent (the "Parent Board") on September 28, 2005; and approval of the Merger Agreement is not required by the shareholders of the Parent (the "Parent Shareholders") pursuant to § 607.1104 of the FBCA.

3. Approval By The Subsidiary. The Merger Agreement was unanimously approved by the board of directors of the Subsidiary (the "Subsidiary Board") on September 28, 2005; and approval of the Merger Agreement is not required by the shareholders of the Subsidiary (the "Subsidiary Shareholders") pursuant to § 607.1104 of the FBCA.

4. Effective Time. The Merger shall become effective (the "Effective Time") upon the later to occur of September 30, 2005, or the filing of the Articles of Merger with the Secretary of State of the State of Florida.

5. Dissenters Rights. Since the Subsidiary is wholly owned by the Parent neither the Parent nor the Subsidiary is, pursuant to the applicable provisions of the FBCA, dissenters rights do not apply to the Merger.

(Signatures Appear Next Page)

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H05000231822 3)))
- (e.) Florida Bar No. 180595

S:\MYDOCS\3203\006\Articles of Merger_01.wpd
ed:8/05/05/10/28/03:12:05:03

((H05000231822 3)))

((H05000231822 3)))

IN WITNESS WHEREOF, the Parent and the Subsidiary have executed these Articles of Merger the 28th day of September, 2005.

The Parent:

Virtual Imaging, Inc., a Florida corporation

By: 
Timothy Martingson, President

The Subsidiary, a Florida corporation

Integrated Technologies of Southwest Florida ,
Inc., a Florida corporation

By: 
Christopher J. Duca, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H05000231822 3)))
- (e.) Florida Bar No. 180595

S:\MYDOCS\3107006\Articles of Merger_01.wpd
09/29/05 15:14:03

((H05000231822 3)))

((H05000231822 3)))

Exhibit 1
Agreement of Merger

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H05000231822 3)))
- (e.) Florida Bar No. 180595

S:\MYDOCS\3203\000\Articles of Merger_01.wpd
ed:9/29/05/hd:9/29/05:12:03:03

((H05000231822 3)))

**AGREEMENT AND PLAN OF MERGER OF
INTEGRATED TECHNOLOGIES OF SOUTHWEST FLORIDA, INC.,
A FLORIDA CORPORATION**

WITH AND INTO

**VIRTUAL IMAGING, INC.,
A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated the 28th day of September, 2005 (the "Merger Agreement Date"), is made by and between Virtual Imaging, Inc., a Florida corporation (the "Parent") and Integrated Technologies Of Southwest Florida, Inc., a Florida corporation (the "Subsidiary"). Hereinafter, the Parent and the Subsidiary may collectively be referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, Subsidiary desires to merge with and into Parent, with Parent being the surviving corporation (the "Merger"), on the terms, and subject to the conditions, set forth in this Merger Agreement; and

WHEREAS, Parent owns all of the issued and outstanding common stock of the Subsidiary; and

WHEREAS, the board of directors of Parent (the "Parent Board") has determined that it is advisable for the Subsidiary to be merged with and into Parent on the terms and conditions set forth in this Merger Agreement and in accordance with §607.1104 of the Florida Business Corporation Act (the "FBCA").

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

1. The Merger.

(a) The term "Effective Date" shall mean the later of September 30, 2005, or the date on which articles of merger (the "Articles of Merger") are filed with the Secretary of State of Florida, or any other date following the filing date of the Articles of Merger stated in this Merger Agreement and the Articles of Merger.

(b) On the Effective Date, the Subsidiary shall be merged with and into the Parent. The separate existence of the Subsidiary shall cease on the Effective Date. On the Effective Date, the existence of the Parent shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities, and franchises, of a public and of a private nature, and subject to all the duties and liabilities of a corporation organized under the FBCA.

(c) This Merger Agreement and the Articles of Merger have been approved by the Parent Board in accordance with §607.1104 of the Act. Since the Subsidiary is wholly owned by the Parent neither the Parent nor the Subsidiary is, pursuant to the applicable provisions of the FBCA, required to obtain shareholder approval and dissenters rights do not apply. Accordingly, the Parent and the Subsidiary shall

cause the Articles of Merger to be filed with the Secretary of State of the State of Florida as soon as is reasonably possible.

2. Effects of the Merger. At the Effective Date, the Parent shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in §607.1106 of the Act.

3. Terms of the Merger. Each share of common stock of the Subsidiary (the "Subsidiary Common Stock") issued and outstanding and held by the Parent on the Effective Date, and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the Parent, be canceled on the Effective Date.

4. Dissenters' Rights. Since the Subsidiary is wholly owned by the Parent pursuant to the applicable provisions of the FBCA no dissenters rights are applicable to the Merger.

5. Assignment. If at any time the Parent shall determine or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, confirm or record in the Parent the title to any property or rights of the Subsidiary, or to otherwise carry out the provisions of this Merger Agreement, the proper officers and directors of Subsidiary as of the Effective Date (the "Applicable Subsidiary Parties"), shall execute on behalf of the Subsidiary and deliver to the Parent, any and all proper deeds, assignments, and assurances in law, and such Subsidiary Parties shall do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights of the Subsidiary into the Parent.

6. Expenses. The Parent shall pay all expenses of accomplishing the Merger.

7. Amendment. At any prior to filing of the Articles of Merger with the Secretary of State of the State of Florida, the Parent Board may amend this Merger Agreement. If the Parent Board wishes to amend the Articles of Merger after they have been filed with the Secretary of State of the State of Florida, it may do so by filing amended Articles of Merger (the "Amended Articles of Merger") with the Secretary of State, provide that such Amended Articles of Merger are so filed prior to the Effective Date.

8. Termination. If for any reason consummation of the Merger is inadvisable in the opinion of the Parent Board, this Merger Agreement may be terminated (a "Termination") at any time before the Effective Date by a resolution of the Parent Board. In the event of a Termination in conformity herewith, this Merger Agreement shall be void and of no further effect, and there shall be no liability whatsoever by reason of this Merger Agreement or any such Termination on the part of (i) the Parent, the Parent Board or the officers, employees, agents, or shareholders of the Parent; or (ii) the Subsidiary, the directors of the Subsidiary or the officers, employees, agents of the Subsidiary or the Subsidiary Shareholders.

(Signatures Appear Next Page)

IN WITNESS WHEREOF, the Corporation and the Subsidiary have executed this Merger Agreement on the Merger Agreement Date.

PARENT:

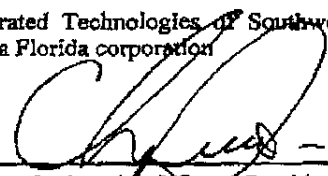
Virtual Imaging, Inc., a Florida corporation



By: _____
Timothy Martinson, President

SUBSIDIARY:

Integrated Technologies of Southwest Florida, Inc., a Florida corporation



By: _____
Christopher J. Duce, President