

UCC SERVICES

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Division of Corporations

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## MERGER OR SHARE EXCHANGE

Metiscan, Inc.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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## **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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Metiacan, Inc.	Delaware	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
OSCM - One Stop.com, Inc.	Florida	P97000018525
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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**     /     /     (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 September 25, 2008.

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 September 25, 2008.

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)*

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**Seventh: SIGNATURES FOR EACH CORPORATION**Name of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleMetiscan, Inc.Bryan Scott, PresidentOSCM - One Stop.com, Inc.Bryan Scott, President

## PLAN OF MERGER

**THIS PLAN OF MERGER**, (the "Plan") dated as of September 30, 2008, sets forth the agreement by and between OSCM - One Stop.com, Inc., a Florida corporation ("OSCM" or the "Merging Corporation"), and its wholly-owned subsidiary Metiscan, Inc., a Delaware Corporation ("Metiscan" or the "Surviving Corporation"):

### WITNESSETH

**WHEREAS**, the Boards of Directors of OSCM and Metiscan deem it advisable and in the best interests of each corporation and their respective stockholders that OSCM and Metiscan combine in order to advance the long-term business interests of OSCM and Metiscan;

**WHEREAS**, Metiscan will carry on OSCM's business as it was carried on prior to the date of the Plan and use its best efforts to preserve OSCM's organization, retain its employees and maintain its business relationships;

**WHEREAS**, for Federal income tax purposes, it is intended that the transactions which are contemplated in the Plan qualify as a tax-free reorganization pursuant to the Internal Revenue Code of 1986, as amended; and

**WHEREAS**, the Boards of Directors of the Surviving Company and the Merging Corporation have submitted the Plan to their respective Stockholders and received approval as required by the applicable provisions of the Florida Business Corporation Act and Delaware General Corporation Law;

**NOW, THEREFORE**, in consideration of the mutual covenants of the parties hereinafter set forth, and for good and valuable consideration, receipt of which is hereby acknowledged,

IT IS AGREED:

### Section I Recitals

The parties hereby adopt as part of the Plan each of the recitals which is contained in the **WHEREAS** clauses, and agree that such recitals shall be binding upon the parties hereto by way of contract and not merely by way of recital or inducement; and such clauses are hereby confirmed and ratified as being true and accurate by each party as to itself.

### Section II Merger

A. (1) Subject to, and consistent with, the provisions of the Plan and in accordance with the relevant provisions of the Florida Business Corporation Act (the "FBCA") and the Delaware General Corporation Law (the "DGCL"), OSCM will merge with and into Metiscan (the "Merger"), the separate existence of OSCM shall cease, and Metiscan shall be the surviving

corporation in the Merger (the "Surviving Corporation") effective on the Effective Date (as hereinafter defined). The Certificate of Merger with respect to the Merger (the "Certificate of Merger") shall be in the form of Exhibit "A" which is annexed hereto and made a part hereof, and shall be duly executed and acknowledged and delivered to the Secretary of State of the State of Delaware for filing, as provided in the DGCL, immediately after the Closing Date. The Articles of Merger ("Articles of Merger") shall be in the form of Exhibit "B", which is annexed hereto and made a part hereof, and shall be duly executed and acknowledged and delivered to the Secretary of State of the State of Florida for filing, as provided in the FBCA, immediately after the Closing Date. The Merger shall become effective upon the later of filing of the Certificate of Merger with the Secretary of State of the State of Delaware or the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date").

(ii) Without limiting the foregoing, and subject thereto, on the Effective Date all the property, rights, privileges, powers and franchises of OSCM shall vest in Metiscan, and all debts, liabilities and duties of OSCM shall become the debts, liabilities and duties of Metiscan. The Merger will be effected in a single transaction.

B. On the Closing Date, the certificate of incorporation of Metiscan, as in effect immediately prior to the Closing Date, shall be the certificate of incorporation of the Surviving Corporation and thereafter shall continue to be its certificate of incorporation until amended as provided therein and pursuant to the DGCL. The bylaws of Metiscan, as in effect immediately prior to the Closing Date, shall be the bylaws of the Surviving Corporation and thereafter shall continue to be its bylaws until amended as provided therein and pursuant to the DGCL.

C. Closing Date. The Closing of this transaction (the "Closing") shall take place by the delivery of all required executed documents by the parties hereto at the offices of Metiscan located at 6688 North Central Expressway, Suite 1190, Dallas, Texas 75209, on September 30, 2008 or on such other date as is mutually agreed to by the parties (the "Closing Date").

### Section III

#### **Terms and Conditions of Converting Common Stock of OSCM into Metiscan Stock**

On the date hereof, there are 204,478,600 shares of common stock, par value \$.0001 per share, of OSCM issued and outstanding representing one hundred (100%) percent of the interests in OSCM.

Upon the effectiveness of the Merger, each share in OSCM shall be converted into one share of Metiscan. The Plan shall be conditioned upon the approval of the Board of Directors and a majority in interest of the stockholders of OSCM and Metiscan. The Certificate of Incorporation of Metiscan shall be the certificate of incorporation of the surviving corporation.

**Section IV**

**Effective Date**

The Merger shall be effective on September 30, 2008.

IN WITNESS WHEREOF, OSCM – One Stop.com, Inc. and Metiscan, Inc., have caused the Plan to be executed in their respective names and on their behalf by their respective authorized persons as of the date first written above.

OSCM – One Stop.com, Inc.  
a Florida corporation

By:   
Bryan Scott, President

Metiscan, Inc.  
a Delaware corporation

By:   
Bryan Scott, President