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MERGER OR SHARE EXCHANGE

SOFISEB U.S.A., INC.

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Share
Exchange

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FOR Sofiseb U.S.A., Inc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF SHARE EXCHANGE
SOFISEB U.S.A. INC. and ARTHUR BONNET BOCA RATON, INC.**

The undersigned corporations, pursuant to F.S.A. §607.1101 et seq. hereby execute the following Articles of Share Exchange and set forth:

ONE

See Plan of Share Exchange attached hereto.

TWO

The Articles of Share Exchange shall become effective on the filing date.

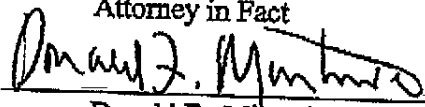
THREE

- (A) The Plan of Share Exchange was adopted by the shareholders of Sofiseb U.S.A. and the shareholders of Arthur Bonnet Boca Raton, Inc. on December 28, 2000.
- (B) The Plan of Share Exchange was adopted by the shareholders of Bactel Inc. on December 28, 2000.

The undersigned, on behalf of Sofiseb U.S.A., Inc. and Arthur Bonnet Boca Raton, Inc. declares that the facts herein stated are true.

**Sofiseb U.S.A. Inc. and its wholly owned
Subsidiary, Arthur Bonnet Boca Raton, Inc.**

By: Mintmire & Associates,
Attorney in Fact


Donald F. Mintmire

The undersigned, on behalf of Bactel Inc. declares that the facts herein stated are true.

Bactel Inc.

By: 
Mercedes Travis, Sole Director

Mintmire & Associates
Donald F. Mintmire
265 Sunrise Ave., #204
Palm Beach, FL 33480
(561) 832-5696
Florida Bar #402435

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PLAN OF SHARE EXCHANGE

SOFISEB U.S.A. INC, ARTHUR BONNET BOCA RATON, INC. and BACTEL INC.

Plan of Share Exchange dated December 28, 2000 between Sofiseb U.S.A., Inc., a Florida corporation (hereinafter the "Company"), the Company's wholly owned subsidiary, Arthur Bonnet Boca Raton, Inc., a Florida corporation (hereinafter the "Subsidiary") and Bactel Inc., a Bahamian corporation (hereinafter the "Bactel").

WHEREAS, the Company is organized and existing under the laws of the State of Florida; and

WHEREAS, the Subsidiary is organized and existing under the laws of the State of Florida; and

WHEREAS, Bactel is organized and existing under the laws of the Bahamas; and

WHEREAS, the Board of Directors of the Company, the Subsidiary and Bactel, the parties hereto, deem it desirable and in the best interest of the corporations and their shareholders that Bactel acquire all of the rights, title and interest in all of the authorized, issued and outstanding shares of the Company and through it, the Subsidiary.

NOW THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. The names of the constituent corporations are Sofiseb U.S.A. Inc., Arthur Bonnet Boca Raton Inc. and Bactel Inc.
2. The name of the surviving Florida corporations are Sofiseb U.S.A. Inc. and

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Arthur Bonnet Boca Raton, Inc.

3. The name of the acquiring corporation is Bactel Inc.
4. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights are as follows:

SOFISEB U.S.A. INC.

Designation	Number	Classes and Series Entitled to Vote	Classes and Series Entitled To Vote as a Class
Common Stock	50,000,000	Common Stock Only	Common Stock Only
Preferred Stock	10,000,000	N/A	N/A

ARTHUR BONNET BOCA RATON, INC.

Designation	Number	Classes and Series Entitled to Vote	Classes and Series Entitled To Vote as a Class
Common Stock	50,000,000	Common Stock Only	Common Stock Only
Preferred Stock	10,000,000	N/A	N/A

BACTEL, INC.

Designation	Number	Classes and Series Entitled to Vote	Classes and Series Entitled To Vote as a Class
Common Stock	50,000	Common Stock Only	Common Stock Only

5. Effective upon the filing date of the Articles of Share Exchange, the Company, the Subsidiary and Bactel shall each continue to exist and Bactel shall become the owner of all of the rights, title and interest in the shares of the Company and the through it the Subsidiary and all assets, goodwill and liabilities owned or owed by

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each of them.

6. The purposes, county where the principal office for the transaction of business shall be located, number of directors, and capital stock of the Company, the Subsidiary and Bactel shall be as each appears in their respective Articles of Incorporation or Memorandum and Articles of Association.
7. The Bylaws of the Company and the Subsidiary and the Memorandum and Articles of Association of Bactel shall remain unchanged, but may be altered or amended at some later date.
8. The names and address of the person who shall constitute the Board of Directors of the Company and the Subsidiary until the first annual meeting of the shareholders is Mercedes Travis, 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480.
9. Neither the Company nor the Subsidiary shall, prior to the filing date of the Articles of Share Exchange, engage in any activity or transaction other in the ordinary course of business or as contemplated by this Plan.
10. This Plan of Share Exchange has been adopted and approved by the shareholders of the Company, the Subsidiary and Bactel at a special meeting held on December 28, 2000.
11. This Plan of Share Exchange may be executed in any number of counterparts, and all such counterparts when taken together shall constitute an original.

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date
set forth above.

**Sofiseb U.S.A. Inc. and its wholly owned
Subsidiary, Arthur Bonnet Boca Raton, Inc.**

By: Mintmire & Associates,
Attorney in Fact


Donald F. Mintmire

Bactel Inc.

By: 
Mercedes Travis, Sole Director



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