

P97000078118
WADDELL, READY, & BOUCHILLON, P.A.

GLENN WADDELL
BILLY R. READY*
K.C. BOUCHILLON*

ATTORNEYS AT LAW

209 PALMETTO STREET
POST OFFICE BOX 1363
AUBURNDALE, FLORIDA 33823
WWW.LEXWAN.COM

DENISE CARD
JO KIRKLAND
CERTIFIED LEGAL ASSISTANTS

* ALSO ADMITTED IN MISSISSIPPI

TELEPHONE: 863.965.2516
FACSIMILE: 863.965.2421

September 27, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400008156844--2

RE: HCI Internet Services, Inc. / Planet One Productions, Inc. - Merger
HCI Internet Services, Inc. / Creative Health Solutions, Inc. - Merger
HCI Internet Services, Inc. - Name change to LEXWAN, INC.
Our File: 11819

Gentlemen:

10/02/02--01049--007 **157.50

I am enclosing herewith an original and a copy of Articles of Merger for Planet One Productions, Inc. and Creative Health Solutions, Inc. In addition a check in the sum of \$157.50 is enclosed which represents the following fees:

Filing Fee for Planet One Productions, Inc.	\$ 35.00
Certified copy	8.75
Filing Fee for Creative Health Solutions, Inc.	35.00
Certified copy	8.75
Total	<u>\$157.50</u>

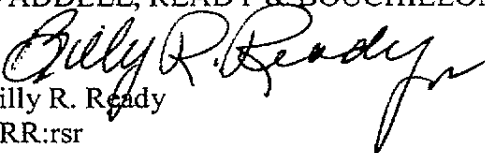
Also enclosed is an original and a copy of the Articles of Amendment for HCI Internet Services, Inc. changing the name to LEXWAN, INC.

Please file the original documents and return a certified copy to the undersigned. If further information is needed, please advise.

Thank you for your assistance.

Yours very truly,

WADDELL, READY & BOUCHILLON, P.A.


Billy R. Ready
BRR:rsr
Encls.

FILED
02 OCT 18 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WADDELL, READY, & BOUCHILLON, P.A.

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* ALSO ADMITTED IN MISSISSIPPI

October 15, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attention: Thelma Lewis

RE: HCI Internet Services, Inc./Planet One Productions, inc. -- Merger
HCI Internet Services, Inc./Creative Health Solutions, Inc. -- Merger
HCI Internet Services, Inc. -- name change to LEXWAN, Inc.
Our File: 11819

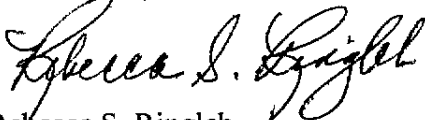
Dear Ms. Lewis:

This will confirm our conversation wherein you advised that an additional filing fee was needed on the above matters. Enclosed is our check in the amount of \$42.75 as requested.

Thank you for your assistance.

Yours very truly,

WADDELL, READY & BOUCHILLON, P.A.



Rebecca S. Ringleb
Legal Assistant

/rsr

Enc.

ARTICLES OF MERGER
Merger Sheet

MERGING:

CREATIVE HEALTH SOLUTIONS, INC., a Florida entity, P99000042900

INTO

HCI INTERNET SERVICES, INC., a Florida entity, P97000078118

File date: October 18, 2002

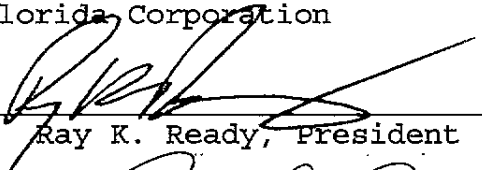
Corporate Specialist: Thelma Lewis

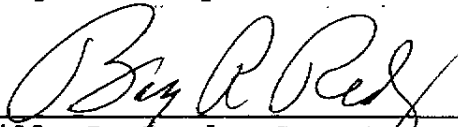
ARTICLES OF MERGER

CREATIVE HEALTH SOLUTIONS, INC. and HCI INTERNET SERVICES, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. Plan of Merger is attached as Exhibit "A" hereto.
2. The effective date of the Merger is September 16, 2002.
3. CREATIVE HEALTH SOLUTIONS, INC. adopted the Plan of Merger on September 16, 2002, by a vote of the shareholders and directors.
4. HCI INTERNET SERVICES, INC. adopted the Plan of Merger on September 16, 2002, by a vote of the shareholders and directors.

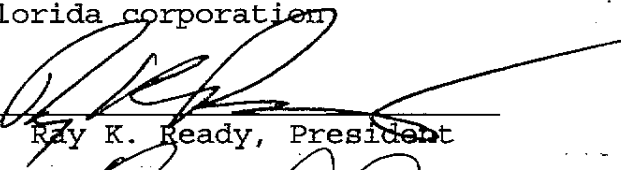
CREATIVE HEALTH SOLUTIONS, INC.
A Florida Corporation

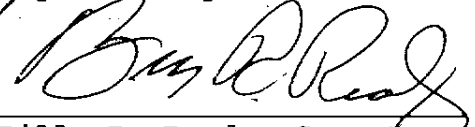
By: 
Ray K. Ready, President

By:  AND
Billy R. Ready, Secretary

(CORP. SEAL)

HCI INTERNET SERVICES, INC.
A Florida corporation

By: 
Ray K. Ready, President

By: 
Billy R. Ready, Secretary

(CORP. SEAL)

FILED
02 OCT 18 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

16th The foregoing instrument was acknowledged before me this day of September, 2002, by RAY K. READY and BILLY R. READY, on behalf of the corporation, and they are known by me to be the President and Secretary of CREATIVE HEALTH SOLUTIONS, INC., a Florida corporation, on behalf of said corporation and who produced driver's licenses as identification, and they did not take an oath.

Rebecca S. Ringleb
Notary Public
Rebecca S. Ringleb
(Printed Name of Notary)
My Commission Expires:



Rebecca S. Ringleb
MY COMMISSION # CC891584 EXPIRES
November 30, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF POLK

16th The foregoing instrument was acknowledged before me this day of September, 2002, by RAY K. READY and BILLY R. READY, on behalf of the corporation, and they are known by me to be the President and Secretary of HCI INTERNET SERVICES, INC., a Florida corporation, on behalf of said corporation and who produced driver's licenses as identification, and they did not take an oath.

Rebecca S. Ringleb
Notary Public
Rebecca S. Ringleb
(Printed Name of Notary)
My Commission Expires:



Rebecca S. Ringleb
MY COMMISSION # CC891584 EXPIRES
November 30, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

PLAN OF MERGER

This plan of MERGER dated this 16th day of September, 2002, by and between HCI INTERNET SERVICES, INC. and CREATIVE HEALTH SOLUTIONS, INC., such corporations being hereinafter collectively referred to as the "Constituent Corporations",

W I T N E S S E T H:

WHEREAS, HCI INTERNET SERVICES is a business corporation duly organized and existing under the laws of Florida, having been incorporated on September 8, 1997 and having an authorized capital stock of 1,000 shares \$1.00 par voting common stock, of which 100 shares of voting stock are issued and outstanding and the holders of all such shares are entitled to vote on this plan of merger, and

WHEREAS, CREATIVE HEALTH SOLUTIONS, INC. is a business corporation duly organized and existing under the laws of Florida, having been incorporated on May 7, 1999, and having an authorized capital stock of 1,000 shares of \$1.00 par voting common stock, of which ¹²⁰100 shares of voting stock are issued and outstanding and the holders of all such shares are entitled to vote on this plan of merger, and

WHEREAS, the respective Boards of Directors of the constituent corporations deem it advisable and for the best interests of said corporations that CREATIVE HEALTH SOLUTIONS, INC. be merged with and into HCI INTERNET SERVICES, INC. to be the surviving corporation as authorized by the statutes of Florida,

and has duly approved the following plan of merger, and

WHEREAS, the stockholders of the constituent corporations all have the right to vote on the following plan of merger and the said directors wish to respect that right, the following plan of merger shall be presented to said shareholders and upon their approval, the following plan of merger shall be adopted.

TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares, rights obligations and other securities of the surviving corporation is as follows:

(a) Each share of the common stock of CREATIVE HEALTH SOLUTIONS, INC. issued and outstanding on the effective date of the merger shall be converted into 1 shares of the common stock of HCI INTERNET SERVICES, INC. which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger

and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation, HCI INTERNET SERVICES, INC., shall continue to be its articles of incorporation following the effective date of the merger.

CHANGES IN BYLAWS. The bylaws of the surviving corporation, HCI INTERNET SERVICES, INC., shall continue to be its bylaws following the effective date of the merger.

DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation, HCI INTERNET SERVICES, INC., on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

PROHIBITED TRANSACTIONS. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

APPROVAL BY STOCKHOLDERS. This plan of merger was submitted for the approval of the stockholders of the constituent corporation in the manner provided by the applicable laws of the State of Florida at meetings held on September 16, 2002.

EFFECTIVE DATE OF MERGER. The effective date of this merger shall be September 16, 2002.

EXECUTION OF AGREEMENT. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals on the day and year first above written.

HCI INTERNET SERVICES, INC.
A Florida corporation

By: [Signature]
Ray K. Ready, President

and

[Signature]
Billy R. Ready, Secretary

(CORP. SEAL)

CREATIVE HEALTH SOLUTIONS, INC.
A Florida corporation

By: [Signature]
Ray K. Ready, President

and

By: [Signature]
Billy R. Ready, Secretary

(CORP. SEAL)

STATE OF FLORIDA
COUNTY OF POLK

16th The foregoing instrument was acknowledged before me this day of September, 2002, by RAY K. READY and BILLY R. READY, on behalf of the corporation, and they are known by me to be the President and Secretary of HCI INTERNET SERVICES, INC., a Florida corporation, on behalf of said corporation and who produced driver's licenses as identification, and they did not take an oath.

[Signature]
Notary Public

Rebecca S. Ringleb
(Printed name of Notary)

My Commission Expires:



Rebecca S. Ringleb
MY COMMISSION # CC891584 EXPIRES
November 30, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF POLK

16th The foregoing instrument was acknowledged before me this day of September, 2002, by RAY K. READY and BILLY R. READY, on behalf of the corporation, and they are known by me to be the President and Secretary of CREATIVE HEALTH SOLUTIONS, INC., a Florida corporation, on behalf of said corporation and who produced driver's licenses as identification, and they did not take an oath.

Rebecca S. Ringleb
Notary Public

Rebecca S. Ringleb
(Printed name of Notary)

My Commission Expires:



Rebecca S. Ringleb
MY COMMISSION # CC891584 EXPIRES
November 30, 2003
BONDED THRU TROY FAIN INSURANCE, INC.