

P97000096783

United Network Incorporated
10570 S. Federal Highway
Suite 200
Port St. Lucie, FL 34952
561-337-4747 Ext: 127

FILED
99 JUN -1 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 25, 1999

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*****70.00 *****70.00


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

Gentlemen:

This letter is in reference to the enclosed Certificate of Merger. Please note that we are merging United Network Inc., a Florida corporation into United Network Incorporated, a Delaware corporation. I have also enclosed \$70.00 for the state filing fee. Please return the filed copy to me at your earliest convenience. Should you need any further information, you may contact me at 561-337-4747 ext. 127.

Thank you for your attention in this matter.

Sincerely,



Nicholas Elliott
President

Menger

V. SHEPARD JUN 10 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

UNITED NETWORK INC., a Florida corporation, P97000096783

INTO

UNITED NETWORK INCORPORATED, a Delaware corporation not qualified in
Florida.

File date: June 1, 1999

Corporate Specialist: Velma Shepard

ARTICLES AND PLAN OF MERGER
MERGER OF
UNITED NETWORK INC., A FLORIDA CORPORATION
INTO
UNITED NETWORK INCORPORATED, A DELAWARE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Corporations, in accordance with the applicable provisions and statutes of the Delaware Business Corporation Act, and the Florida Business Corporation Act, hereby adopt the following Articles and Plan of Merger:

ARTICLE 1: The parties hereto agree to effect this Merger.

ARTICLE 2: The Corporation to survive the Merger is United Network Incorporated, a Delaware Corporation, which shall continue under the name of United Network Incorporated.

ARTICLE 3: The parties to these Articles and Plan of Merger are United Network Inc., incorporated in the State of Florida and United Network Incorporated, being incorporated in the State of Delaware.

ARTICLE 4: The provisions relating to the shares of each Corporation is as follows:

4.1 As to each Corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of shares of any class entitled to vote as a class are:

Name of Corporation	Total Number of Shares Outstanding	Total Number of Shares Entitled to Vote	Designation of Class Entitled to Vote as a Class (If any)	Number of Shares of Such Class (If any)
United Network Inc.	1,000	1,000	NONE	NONE
United Network Incorporated	1,000	1,000	NONE	NONE

4.2 As to each Corporation, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan are:

Name of Corporation	Total Shares Voted For	Total Shares Voted Against	Class	Shares	Shares Voted Against
United Network Inc.	1,000	NONE	N/A	N/A	N/A
United Network Incorporated	1,000	NONE	N/A	N/A	N/A

ARTICLE 5: The manner and basis of exchanging and converting the issued stock of United Network Inc. is as follows: Each share of issued and outstanding Common Stock of United Network Inc. shall be converted into shares of Common Stock of United Network Incorporated. Upon the surrender of certificates representing shares of United Network Inc. stock, by holders thereof an equal number of United Network Incorporated stock shall be issued in exchange by United Network Incorporated. Common Stock outstanding at the date of this merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock of the surviving Corporation.

ARTICLE 6: The principle offices of United Network Inc. and United Network Incorporated are located at 10570 S. Federal Highway Suite 200 Port St. Lucie, Florida 34952.

ARTICLE 7: These articles and Plan of Merger were duly adopted and approved by the Boards of Directors and Stockholders of United Network Inc. and United Network Incorporated, respectively, in each case by Written Consent of all Directors and Stockholders, dated May 15th, 1999 in the manner and by the vote required by the laws of the State of Florida and the State of Delaware.

ARTICLE 8: The Plan of Merger is as follows:

8.1 The Articles of Incorporation of United Network Incorporated, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of United Network Incorporated.

8.2 United Network Incorporated reserves the right of power, after the effective date of Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

8.3 The Bylaws of United Network Incorporated, as such Bylaws exist on the effective date of Merger, shall remain and be the Bylaws of United Network Incorporated until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

8.4 The Directors of United Network Incorporated as of the effective date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of United Network Incorporated. The number of Directors of United Network Incorporated shall continue to be one (1) and shall be the following person:

Nicholas Elliott

The following officers of United Network Incorporated immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of United Network Incorporated.

Nicholas Elliott, President

Nicholas Elliott, Secretary-Treasurer

8.5 Each share of issued and outstanding Common Stock of United Network Inc. shall be converted into shares of Common Stock of United Network Incorporated. Upon the surrender of certificates representing shares of United Network Inc. stock by holders thereof, certificates for an equal number of United Network Incorporated stock shall be issued in exchange by United Network Incorporated. Common Stock outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock of the surviving Corporation.

8.6 On the effective date of the Merger, the separate existence of United Network Inc. shall cease (except to the extent continued by statute), and all of its property, rights privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving Corporation, without further act or deed. Confirmatory deeds, instruments of transfer, assignments or other like instruments, when deemed desirable by United Network Incorporated to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of United Network Inc. by the last acting officers thereof, or by the corresponding officers of the surviving Corporation.

8.7 The Plan of Merger was adopted by the Board of Directors of United Network Incorporated at a meeting duly held on May 15, 1999 to be effective June 1, 1999.

8.8 The Articles of Incorporation of United Network Inc. are filed in Leon County, Florida. The Articles of Incorporation of United Network Incorporated. are filed in New Castle County, Delaware.

ARTICLE 9:

9.1 The surviving Corporation hereby agrees that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic Corporation which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic Corporation against the surviving or new Corporation.

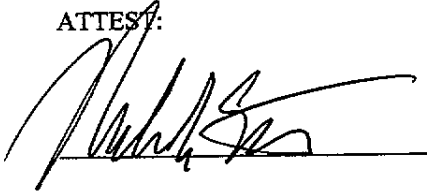
9.2 The surviving Corporation hereby appoints irrevocably the Secretary of the State as its agent to accept service of process in any such proceeding and directs the Secretary of State to forward said process to 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952.

9.3 The surviving Corporation hereby agrees that it will promptly pay to the dissenting shareholders of any such domestic Corporation amount, if any, to which they shall be entitled under the provisions of the Corporations Act of the State of Delaware and the State of Florida with respect to the rights of dissenting shareholders.

ARTICLE 10: All provisions of the law of the State of Florida and the State of Delaware applicable to the merger have been complied with.

IN WITNESS WHEREOF, these Articles and Plan of Merger has been executed on the 15th day of May, 1999 pursuant to the approval and authority duly given by resolution by their respective Board of Directors, by the President, and attested by the Secretary of each party hereto.

ATTEST:

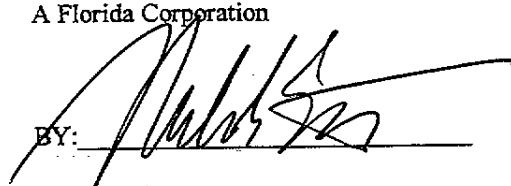


UNITED NETWORK INC.

A Florida Corporation

BY:

President



UNITED NETWORK INCORPORATED

A Delaware Corporation

ATTEST:



BY:

President



JOINT MEETING OF THE SHAREHOLDERS AND DIRECTORS
OF UNITED NETWORK INC., A FLORIDA CORPORATION

A special meeting of the Board of Directors and Shareholders of United Network Inc., was held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952, on May 15th, 1999 at 10:00 a.m. Present at the meeting were Nicholas Elliott, all of the Directors of the Corporation; and United Network Incorporated, a Delaware corporation, represented by Nicholas Elliott, President, being all the Shareholders in the Corporation, with all the Shareholders and Directors having notice of the time, place, and purpose of the meeting.

Mr. Nicholas Elliott, after calling the meeting to order, explained that the meeting was called to decide whether a merger of United Network Inc., a Florida Corporation, and United Network Incorporated, a Delaware Corporation, should be made. He stated that operation and expenses could be simplified and reduced as a result of a merger.

A copy of the Agreement and Plan of Merger was presented to those present. It was resolved the corporations would be merged and that United Network Incorporated, a Delaware Corporation, would be the surviving corporation.

The Shareholders and Directors, upon motion duly made and seconded unanimously adopted the following resolution:

"RESOLVED that United Network Incorporated, a Delaware Corporation, shall be the surviving corporation, in accord with the proposed joint merger plan and agreement, and that the President be authorized for and in behalf of this corporation to do all things necessary to effectuate the merger."

All voting Shareholders then approved the resolution.

The meeting, upon proper motion, seconded, and vote, was then adjourned.


NICHOLAS ELLIOTT - PRESIDENT

ATTEST


NICHOLAS ELLIOTT - SECRETARY

JOINT MEETING OF THE SHAREHOLDERS AND DIRECTORS
OF UNITED NETWORK INCORPORATED, A DELAWARE CORPORATION

A special meeting of the Board of Directors and Shareholders of United Network Incorporated, was held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952, on May 15th, 1999 at 10:00 a.m. Present at the meeting were Nicholas Elliott, all of the Directors of the Corporation; and Sunmed Management Corporation, represented by Nicholas Elliott, President, being all the Shareholders in the Corporation, with all the Shareholders and Directors having notice of the time, place, and purpose of the meeting.

Mr. Nicholas Elliott, after calling the meeting to order, explained that the meeting was called to decide whether a merger of United Network Inc., a Florida Corporation, and United Network Incorporated, a Delaware Corporation, should be made. He stated that operation and expenses could be simplified and reduced as a result of a merger.

A copy of the Agreement and Plan of Merger was presented to those present. It was resolved the corporations would be merged and that United Network Incorporated, a Delaware Corporation, would be the surviving corporation.

The Shareholders and Directors, upon motion duly made and seconded unanimously adopted the following resolution:

"RESOLVED that United Network Incorporated, a Delaware Corporation, shall be the surviving corporation, in accord with the proposed joint merger plan and agreement, and that the President be authorized for and in behalf of this corporation to do all things necessary to effectuate the merger."

All voting Shareholders then approved the resolution.

The meeting, upon proper motion, seconded, and vote, was then adjourned.


NICHOLAS ELLIOTT - PRESIDENT

ATTEST


NICHOLAS ELLIOTT - SECRETARY

WAIVER OF NOTICE OF A SPECIAL JOINT MEETING OF THE
DIRECTORS AND SHAREHOLDERS OF UNITED NETOWRK INC.

We, the undersigned, being all of the Directors and Shareholders of United Network Inc., a Florida Corporation, do hereby waive all notice of a special joint meeting of the Directors and Shareholders of the Corporation and unanimously consent and agree that such meeting be held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952; we consent to the transaction of any and all that may come before the meeting.

This, the 15 day of May, A.D., 1999
SHAREHOLDERS:

United Network Incorporated
a Delaware Corporation

By: Nicholas Elliott, Pres

DIRECTORS:

CERTIFICATE

I hereby certify that the subscribers to the foregoing instruments constituted all the Shareholders and Directors of United Network Inc., a Florida Corporation and that this instrument has not been amended or rescinded.

This, the 15 day of May, A.D., 1999.

NICHOLAS ELLIOTT - PRESIDENT

ATTEST:

NICHOLAS ELLIOTT - SECRETARY

WAIVER OF NOTICE OF A SPECIAL JOINT MEETING OF THE
DIRECTORS AND SHAREHOLDERS OF UNITED NETOWRK INCORPORATED

We, the undersigned, being all of the Directors and Shareholders of United Network Incorporated, a Delaware Corporation, do hereby waive all notice of a special joint meeting of the Directors and Shareholders of the Corporation and unanimously consent and agree that such meeting be held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952; we consent to the transaction of any and all that may come before the meeting.

This, the 15 day of May, A.D., 1999
SHAREHOLDERS:

Sunnet Management Corporation

DIRECTORS:

By: Nicholas Elliott, Pres

CERTIFICATE

I hereby certify that the subscribers to the foregoing instruments constituted all the Shareholders and Directors of United Network Incorporated, a Delaware Corporation and that this instrument has not been amended or rescinded.

This, the 15 day of May, A.D., 1999 .

NICHOLAS ELLIOTT - PRESIDENT

ATTEST:

NICHOLAS ELLIOTT - SECRETARY