



THE UNITED STATES
CORPORATION
COMPANY

PP8000044051

ACCOUNT NO. : 072100000032

REFERENCE : 022765 5021572

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : November 5, 1998

ORDER TIME : 2:06 PM

ORDER NO. : 022765-005

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker
Grocock Loftis & Abramson
Suite 200
126 East Jefferson Street
Orlando, FL 32801

100002681571--1

RECEIVED

98 NOV -5 PM 2:46

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SURGILIGHT, INC.

INTO

SURGILIGHT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV -5 PM 3:31

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

See 11/10



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 6, 1998

CSC
CASSANDRA LAMM
TALLAHASSEE, FL

SUBJECT: SURGILIGHT, INC.
Ref. Number: P98000044051

RESUBMIT

Please give original
submission date as file date.

We have received your document for SURGILIGHT, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 398A00054051

RECEIVED
98 NOV -9 PM 3:25
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

SURGILIGHT, INC., a Florida corporation, P98000044051

INTO

SURGILIGHT, INC., a Delaware corporation not qualified in Florida.

File date: November 5, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
SURGILIGHT, INC.,
A FLORIDA CORPORATION,
INTO
SURGILIGHT, INC.,
A DELAWARE CORPORATION

FILED
98 NOV -5 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Sections 607.1101-1105 and 607.1107, Florida Statutes, SURGILIGHT, INC., a corporation validly formed and existing under the laws of the State of Florida, and SURGILIGHT, INC., a corporation validly formed and existing under the laws of the State of Delaware, hereby adopt these Articles of Merger.

1. The name of the corporation surviving the merger is Surgilight, Inc., a Delaware corporation ("Surviving Corporation").

2. The name of the non-surviving corporation is Surgilight, Inc., a Florida corporation ("Absorbed Corporation").

3. The Agreement and Plan of Merger ("Agreement of Merger") is set forth in Exhibit A attached hereto and made a part hereof.

4. No shares of capital stock of the Absorbed Corporation, and no option, warrant, or other right to acquire any share of capital stock of the Absorbed Corporation, have ever been authorized for issuance or issued. Accordingly, there will be no conversion of shares of capital stock of the Absorbed Corporation for shares of capital stock of the Surviving Corporation as a result of the merger.

5. The Agreement of Merger was adopted by unanimous written consent of the Board of Directors of the Absorbed Corporation on October 30, 1998. No vote of stockholders of the Absorbed Corporation is necessary because there are no stockholders of the Absorbed Corporation.

6. The Agreement of Merger was adopted by unanimous written consent of the Board of Directors and by the sole shareholder of the Surviving Corporation on October 30, 1998, which vote is sufficient for approval of the merger.

7. These Articles of Merger will be effective on the date of filing these Articles of Merger.

Dated this 30 day of October, 1998.

SURGILIGHT, INC.,
a Florida corporation

By: 

J. T. Lin, President

SURGILIGHT, INC.,
a Delaware corporation

By: 

J. T. Lin, President

EXHIBIT A

AGREEMENT AND PLAN OF REORGANIZATION AND MERGER

This AGREEMENT AND PLAN OF REORGANIZATION AND MERGER ("Agreement of Merger") is entered into this 30 day of October, 1998, by and between SURGILIGHT, INC., a Florida corporation (the "Absorbed Corporation"), and SURGILIGHT, INC., a Delaware corporation (the "Surviving Corporation").

Background

The Absorbed Corporation is a corporation organized and validly existing under the laws of the State of Florida, with a capitalization of 5,000,000 authorized shares of common stock, par value of \$.01 per share ("Absorbed Common Stock"), of which no shares are issued and outstanding and no options, warrants, or other rights to acquire shares are outstanding.

The Surviving Corporation is a corporation organized and validly existing under the laws of the State of Delaware, with a capitalization of 10,000,000 authorized shares of common stock, par value of \$.0001 per share ("Surviving Common Stock"), and 5,000,000 authorized shares of preferred stock, par value \$.0001 per share, of which 100,000 shares of Surviving Common Stock are issued and outstanding.

The Boards of Directors of each of the Absorbed Corporation and the Surviving Corporation deem it desirable and in the best business interests of each of the corporations and the shareholders of the Surviving Corporation that the Absorbed Corporation be merged with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.

This reorganization is intended to be effected in one or more tax-free transactions as permitted by the Internal Revenue Code of 1986, as amended.

Terms of Plan

1. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation, with the Surviving Corporation being the corporation surviving the merger.
2. Terms and Conditions. On the Effective Date of the merger (as defined herein), the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, franchises, and 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.
3. Business Purpose. In the judgment of the Boards of Directors of each of the Absorbed Corporation and the Surviving Corporation, it is desirable for the corporations to undergo the reorganization set forth herein in order to reincorporate the corporation as a Delaware corporation to avail the corporation of the favorable corporate laws of Delaware.
4. No Conversion of Shares and Rights to Acquire Shares of the Absorbed Corporation. No conversion of shares will be required under this Agreement of Merger because as of the date hereof, and as of the Effective Date there will be, no shares of the Absorbed Corporation issued and outstanding and no options, warrants, or other right to acquire any shares of the Absorbed Corporation.
5. Articles of Incorporation. The certificate of incorporation of the Surviving Corporation shall continue to be its certificate of incorporation following the Effective Date, until amended pursuant to the provisions of Delaware law.
6. Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date, until amended pursuant to the provisions of Delaware law.

7. Officers and Directors. The directors and officers of the Surviving Corporation on the Effective Date 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.

8. Expenses of Merger. The Surviving Corporation shall pay all expenses of carrying this Agreement of Merger into effect and of accomplishing the merger.

9. Approval of Agreement. This Agreement of Merger shall be approved by the Boards of Directors of each of the Absorbed Corporation and the Surviving Corporation and by the holders of a majority of the issued and outstanding shares of the Surviving Corporation.

10. Effective Date of Merger. The effective date ("Effective Date") of this merger shall be the later of the date Articles of Merger are filed with the Secretary of State of Florida or a Certificate of Merger is filed with the Secretary of State of Delaware.

11. Dissenters' Rights. Non-consenting shareholders of the Surviving Corporation shall have such dissenter's rights as are provided by Section 262 of the Delaware General Corporation Law.

12. Amendment/Abandonment of Plan. The Boards of Directors of the Absorbed Corporation and the Surviving Corporation may amend this Agreement of Merger at any time prior to filing Articles of Merger with the Secretary of State of Florida and at any time prior to the Effective Date by filing a Certificate of Termination of Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, each of the Absorbed Corporation and the Surviving Corporation have adopted this of Merger as of the day and year first above written, to become effective as provided for herein.

"ABSORBED CORPORATION"

SURGILIGHT, INC., a Florida corporation

By: 
J. T. Lin, President

"SURVIVING CORPORATION"

SURGILIGHT, INC., a Delaware corporation

By: 
J. T. Lin, President

clients/surgilight/mergplan