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Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Navix Diagnostix, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Navix Diagnostix, Inc.	Massachusetts	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Navix Diagnostix, Inc.	Florida	

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 in the future.)

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 June 24, 2005

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 June 24, 2005

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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Name of Corporation

Typed or Printed Name of Individual & Title

Navix Diagnostics, Inc.

Cheryl Ford

Cheryl Ford, President

Navix Diagnostix, Inc.

Cheryl Bush

Cheryl Ford, President

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

- Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached.

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made as of June ~~24~~, 2005, by and between Navix Diagnostix, Inc., a Massachusetts corporation ("NAVIX MA"), and Navix Diagnostix, Inc., a Florida corporation ("NAVIX FL").

WITNESSETH THAT

WHEREAS, the parties desire that NAVIX FL be merged with and into NAVIX MA with NAVIX MA as the surviving corporation, pursuant to the laws of the Commonwealth of Massachusetts and the State of Florida;

WHEREAS, the authorized capital stock of NAVIX MA consists of 275,000 shares of Common Stock, \$.01 par value per share, of which 100 shares are currently issued and outstanding;

WHEREAS, the authorized capital stock of NAVIX FL consists of 1,000 shares of Common Stock, \$.01 par value per share, 100 shares of which are currently issued and outstanding;

NOW, THEREFORE, in consideration of the premises and the mutual benefits to be derived from this Agreement, the parties hereby agree upon the following terms and conditions of merger:

1. NAVIX FL shall be merged with and into NAVIX MA, and NAVIX MA shall be the surviving corporation of the merger. The effective date of the merger (the "Effective Date") shall be the later of the date of the filing of Articles of Merger with the Secretary of The Commonwealth of Massachusetts or the date of filing of Articles of Merger with the Secretary of the State of Florida.

2. The Articles of Organization, including the corporate purposes and authorized capital stock, and the By-Laws, directors and officers of the surviving corporation shall be those of NAVIX MA as of the Effective Date.

3. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of NAVIX FL shall be transferred to, vested in and devolve upon NAVIX MA without further act or deed, and all property, rights and every other interest of NAVIX FL shall be as effectively the property of NAVIX MA as they were of NAVIX FL. NAVIX FL hereby agrees from time to time, as and when requested by NAVIX MA or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken all such further or other action as NAVIX FL may deem necessary or desirable in order to vest in and confirm to NAVIX MA title to and possession of any property acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof, and the proper officers and directors of NAVIX FL and NAVIX MA are fully authorized in the name of NAVIX MA or otherwise to take any and all such action.

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4. The manner of converting the outstanding shares of NAVIX FL into shares of NAVIX MA shall be as follows: each share of Common Stock, \$.01 par value per share, of NAVIX FL outstanding on the Effective Date shall be automatically converted into one share of Common Stock, \$.01 par value per share, of NAVIX MA.

5. Upon surrender to NAVIX MA of outstanding certificates which prior to the Effective Date represented shares of NAVIX FL Common Stock, NAVIX MA shall promptly issue to each holder thereof a certificate or certificates evidencing the number of shares of NAVIX FL Common Stock to which such holder is entitled.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed on their behalf by their duly authorized representatives all as of the date first written above.

Disappearing Corporation:

Navix Diagnostix, Inc.,
a Florida corporation

By: Cheryl Ford
Name: Cheryl Ford, President

Surviving Corporation:

Navix Diagnostix, Inc.,
a Massachusetts corporation

By: Cheryl Ford
Name: Cheryl Ford, President

I, Clyde Thayer, Secretary of Navix Diagnostix, Inc., a Florida corporation, hereby certify that no shares of stock of such corporation were issued prior to the adoption by the Board of Directors of such corporation of the resolution approving this Agreement and Plan of Merger.

Clyde Thayer
Clyde Thayer, Secretary