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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

HEALTH EXPRESS USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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ARTICLES OF SHARE EXCHANGE

Pursuant to Section 607.1105 of the Florida Business Corporation Act

The undersigned hereby adopt the following Articles of Exchange for the purpose of exchanging (the "Exchange") the common stock, par value \$0.01 per share, of CSI BUSINESS FINANCE, INC., a Texas corporation ("CSI") for 100,000 shares of Series A Convertible Preferred Stock, par value \$0.01 per share, of HEALTH EXPRESS USA, INC., a Florida corporation ("Health Express"). Pursuant to the Exchange, CSI shall become a wholly-owned subsidiary of Health Express.

1. Name and location of the Exchanging Corporations. The names and registered offices of the exchanging corporations are as follows:

- (a) Health Express USA, Inc.
1761 West Hillsboro Blvd., Suite 203
Deerfield Beach, Florida, 33442
- (b) CSI Business Finance, Inc.
109 North Post Oak Lane, Suite 422
Houston, TX 77024.

2. Plan of Exchange. Attached hereto as Exhibit A is a copy of the Plan of Exchange adopted by Health Express on August 25, 2005 and by CSI on August 25, 2005, and made part of these Articles of Exchange.

3. Manner of Adoption. The Plan of Exchange was adopted by unanimous written consent of all Directors of both Health Express and CSI. The Plan of Exchange was adopted by unanimous written consent of all the Directors of the Board of Directors of Health Express, consisting of two directors, on August 25, 2005. In Health Express, 2 votes were for and 0 votes were against the Exchange, where 2 votes were able to be cast. The Plan of Exchange was adopted by unanimous written consent of all the Directors of the Board of Directors of CSI, consisting of one sole director, on August 25, 2005. In CSI, 1 vote was for and 0 votes were against the Exchange, where one vote was able to be cast. Therefore, in both Health Express and CSI, the number of votes cast in favor of the Exchange was sufficient for its approval.

4. Effective Date. The Plan of Exchange, attached hereby as Exhibit A, is to be effective upon filing with the Secretary of State of the State of Florida.

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In testimony whereof, each undersigned corporation has caused these Articles of Exchange to be signed by a duly authorized officer thereof this 25th day of August, 2005.

HEALTH EXPRESS USA, INC.


By: Douglas Baker
Title: Chief Executive Officer

CSI BUSINESS FINANCE, INC.

By: Timothy J. Connolly
Title: Chief Executive Officer

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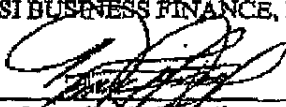
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In testimony whereof, each undersigned corporation has caused these Articles of Exchange to be signed by a duly authorized officer thereof this 25th day of August, 2005.

HEALTH EXPRESS USA, INC.

By: Douglas Baker
Title: Chief Executive Officer

CSI BUSINESS FINANCE, INC.



By: Timothy J. Connolly
Title: Chief Executive Officer

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EXHIBIT A
PLAN OF EXCHANGE

THIS PLAN OF EXCHANGE (the "**Plan**") is made and entered into this 25th day of August 2005, by and between **HEALTH EXPRESS USA, INC.**, a Florida corporation, having an address of 1761 West Hillsboro Blvd., Suite 203, Deerfield Beach, FL 33442 ("**Health Express**"), and **CSI BUSINESS FINANCE, INC.**, a Texas corporation, having an address of 109 North Post Oak Lane, Suite 422, Houston, TX 77024 ("**CSI**"). **Health Express** and **CSI** are hereinafter sometimes together referred to as the "**Constituent Corporations**".

RECITALS:

WHEREAS, the directors of **Health Express** and the shareholders and directors of **CSI** have determined that it would be in the best interest of such corporations for the shareholders of **CSI** to transfer and exchange all of the outstanding common stock of **CSI** for shares of preferred stock of **Health Express** so that after the conversion of the preferred stock of **Health Express**, shares of common stock issued upon conversion of the preferred stock shall equal Ninety-Seven and One Half percent (97.5%) of the issued and outstanding shares of common stock of **Health Express**;

NOW THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions and grants herein contained, the **Constituent Corporations** hereby agree and prescribe the terms and conditions of this Plan of Exchange and the mode of carrying the same into effect, as follows:

1. **Share Exchange.**

(a) On the terms and conditions set forth herein, on the **Effective Date** (as defined in Section 2 below), the shareholders of **CSI** shall transfer and exchange One Thousand (1,000) shares of common stock, par value \$0.01 per share, of **CSI** (the "**CSI Common Stock**"), which constitutes all of the outstanding common stock of **CSI** for One Hundred Thousand (100,000) shares of Series A Preferred Stock, par value \$0.01 per share, of **Health Express** (the "**Health Express Series A Preferred Stock**"), so that effectively upon conversion of the **Health Express Series A Preferred Stock** into common shares, the common shares of **Health Express** issued upon conversion shall equal Ninety-Seven and A Half percentage (97.5%) of the issued and outstanding shares of common stock of **Health Express** (the "**Share Exchange**").

2. **Effective Date.** The **Share Exchange** shall become effective upon the filing of the Articles of Share Exchange with the Secretary of State of Florida (the "**Effective Date**").

3. **Effect of Share Exchange.** Upon the **Effective Date**,

(a) **CSI** shall become a wholly-owned subsidiary of **Health Express**, and the company shall be renamed "**CSI Business Finance, Inc.**"

(b) **CSI** shall be re-domiciled in the State of Nevada.

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(c) CSI shall continue to possess all its rights, privileges, powers and immunities, which, together with all of the assets, properties, business, patents, trademarks and goodwill of Health Express, of every type and description wherever located, shall continue to be vested in CSI without further act or deed.

(c) All rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired.

4. Articles of Incorporation, Bylaws, Officers and Directors of Health Express.

Upon the Effective Date,

(a) The Articles of Incorporation of Health Express shall remain and continue as the Articles of Incorporation of Health Express until amended in the manner provided by law.

(b) The Bylaws of Health Express shall remain and continue as the Bylaws of Health Express until amended in the manner provided by law.

5. Manner and Basis of Exchange Shares. Upon the Effective Date, all of the then-issued and outstanding shares of common stock of CSI shall be transferred and exchanged for One Hundred Thousand (100,000) shares of Health Express Series A Preferred Stock, so that effectively upon conversion of the Health Express Series A Preferred Stock into common shares, the common shares of Health Express issued upon conversion shall equal Ninety-Seven and A Half percentage (97.5%) of the issued and outstanding shares of common stock of Health Express.

6. Governing Law. This Plan of Exchange shall be governed and construed in accordance with the laws of the States of Florida.

7. Articles of Share Exchange. Promptly upon adopting this Plan, the parties shall execute the Articles of Share Exchange and file the same with Florida Department of State.

8. Counterparts. This Plan of Exchange may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but which together shall be considered one and the same document.

[SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, the parties have executed this Plan of Exchange, this 25th day of August, 2005.

CSI BUSINESS FINANCE, INC.

By: 
Printed Name: Gregory J. Connolly
Title: Chief Executive Officer

HEALTH EXPRESS USA, INC.

By: _____
Name: Douglas Baker
Title: Chief Executive Officer

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IN WITNESS WHEREOF, the parties have executed this Plan of Exchange, this 25th day of August, 2005.

CSI BUSINESS FINANCE, INC.

By: _____
Printed Name: Timothy J. Connolly
Title: Chief Executive Officer

HEALTH EXPRESS USA, INC.

By: 
Name: Douglas Baker
Title: Chief Executive Officer

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