



P99000041932

FILED
SEP 19 PM 4:17
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 835139 4336650
AUTHORIZATION : *Patricia Pizoto*
COST LIMIT : \$ 70.00

ORDER DATE : September 19, 2000
ORDER TIME : 2:52 PM
ORDER NO. : 835139-010
CUSTOMER NO: 4336650

Merger & Name Change

CUSTOMER: Ms. Sylvie G. Jordan
Baker & Mckenzie
19th Floor
1200 Brickell Avenue
Miami, FL 33131

RECEIVED
00 SEP 19 PM 4:01

ARTICLES OF MERGER

WEB GENIUS CORP.

700003398537--8

INTO

PHYSICIANS IMAGING NETWORK,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

FILE 2ND

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

APR
9/25/00

402250, 00561, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WEB GENIUS CORP., a Florida corporation P99000084399

INTO

PHYSICIANS IMAGING NETWORK, INC. which changed its name to
WEBGENIUS.COM, INC., a Florida entity, P99000041932.

File date: September 19, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

September 20, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PHYSICIANS IMAGING NETWORK, INC.
Ref. Number: P99000041932

We have received your document for PHYSICIANS IMAGING NETWORK, 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:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please fill in the date of adoption on page 4 paragraph 1.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 800A00049676

REPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 SEP 20 10

FILED
00 SEP 19 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

WEB GENIUS CORP.
(a Florida Corporation)

With and Into

PHYSICIANS IMAGING NETWORK, INC.
(a Florida Corporation)

Pursuant to Sections 607.1101, 607.1103 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), Web Genius Corp., a Florida Corporation ("Web Genius") and Physicians Imaging Network, Inc. a Florida Corporation ("PINI") adopted on the 15th day of September, 2000, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA, and hereby certify as follows:

ARTICLE I

The Agreement and Plan of Reorganization (the "Plan of Reorganization"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1101 of the FBCA, provides for the merger of Web Genius with and into PINI, with PINI as the surviving corporation (the "Merger"). The Articles of Incorporation of Physicians Imaging Network, Inc. are hereby amended to change the name of the surviving corporation to WebGenius.com, Inc.

ARTICLE II

The Articles of Incorporation of PINI shall be the Articles of Incorporation of the surviving corporation.

ARTICLE III

The Plan of Reorganization was duly approved by a unanimous written consent executed by all the members of the Board of Directors of PINI and a unanimous written consent executed by all the members of the Board of Directors of Web Genius, respectively, pursuant to Sections 607.0821 and 607.1101 of the FBCA on the 15th day of September, 2000. Adopted by the directors on September 15th, no shareholder vote was required.

ARTICLE IV

The number of shares outstanding and the designation and number of outstanding shares of each class that are entitled to vote as a class on the Merger for Web Genius and PINI, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
PINI	0
Web Genius	0

ARTICLE V

The Merger shall be effective as of the 19th day of September, 2000 (the "Effective Time"). At the Effective Time, the separate existence of each of the corporations shall cease and Web Genius shall be merged with and into PINI in accordance with the terms and conditions of the Plan of Reorganization.

IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 15th day of September, 2000.

PHYSICIANS IMAGING NETWORK, INC.
(a Florida Corporation)

By: 
Peter Stein

WEB GENIUS CORP.
(a Florida Corporation)

By: 
Peter Stein

AGREEMENT AND PLAN OF REORGANIZATION

Physicians Imaging Network, Inc., a Florida corporation, and Web Genius Corp., a Florida corporation enter into this Agreement and Plan of Reorganization on this 15th day of September, 2000.

RECITAL

The Board of Directors of Physicians Imaging Network, Inc. ("PINI") and Web Genius Corp. ("Web Genius") deem it advisable and in the best interest of said corporations that Web Genius merge with and into PINI.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that the Web Genius shall be merged into PINI in accordance with the applicable provisions of the Florida Business Corporation Act, as amended (the "FBCA"), and upon the following terms and conditions:

TERMS

1. **Merger.** In accordance with the laws and applicable provisions of the laws of the State of Florida, Web Genius shall merge into and become a part of PINI (the "Surviving Corporation"). Upon the effective date of the Merger, the separate corporate existence of Web Genius shall cease. The effective date for the transaction contemplated hereunder shall be on September 15th, 2000.

2. **Name Change.** The Articles of Incorporation of PINI will be amended to change

the name of the Surviving Corporation to WebGenius.com, Inc. ("WebGenius.com").

3. Changes to Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation, WebGenius.com.

4. Changes to By-Laws. The By-Laws of the Surviving Corporation shall be the By-Laws of the Surviving Corporation, WebGenius.com.

5. Changes to Directors and Officers. The Directors and Officers of the Surviving Corporation shall be the current Directors and Officers of the Surviving Corporation, WebGenius.com, until their successors are duly elected and qualified.

6. Representations and Warranties.

(a) Web Genius represents and warrants as follows:

(1) Organization and Good Standing. Web Genius is a corporation duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Reorganization by Web Genius have been duly and validly authorized and approved by all necessary corporate action.

(b) PINI represents and warrants as follows:

(1) Organization and Good Standing. PINI is a corporation duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Reorganization by PINI have been duly and validly authorized and

approved by all necessary corporate action.

7. **Effects of Merger.** The Merger shall have the effect provided therefor by Florida law. As of the effective date of the Merger, PINI shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of Web Genius; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due Web Genius, shall be deemed to be transferred to and vested in PINI without further act or deed, and the title to any property or any interest therein, vested in Web Genius, shall not revert to or be in any way impaired by reason of the Merger.

PINI shall be responsible and liable for all the liabilities and obligations of Web Genius; and any claims existing by or against Web Genius may be prosecuted to judgment as if the Merger had not occurred, or PINI may be substituted in the place of Web Genius. The rights of any creditors of Web Genius shall not be impaired by the Merger. PINI shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of Web Genius.

8. **Share Issuance.** Prior to the Merger, Web Genius and PINI will have no outstanding shares. Upon the effective date of the Merger, Peter Stein shall be issued and receive 20,000,000 shares of common stock, par value \$.001 per share, of the Surviving Corporation, WebGenius.com, and Sheldon B. Guren shall be issued and receive 100,000 shares of common stock, par value \$.001 per share, of the Surviving Corporation, WebGenius.com.

9. **Further Assurances.** If at any time PINI shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm

of record in PINI the title to any property or rights of Web Genius or to otherwise carry out the provisions hereof, the proper officers and directors of Web Genius, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in PINI and to otherwise carry out the provisions hereof.

10. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the State of Florida, Office of the Secretary of State, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

11. Approval of Boards of Directors. This Agreement and Plan of Reorganization has been approved by, and the execution and delivery thereof authorized by, the Board of Directors of each of Web Genius and PINI.

12. Costs. All costs in connection with this Agreement and Plan of Reorganization will be paid by the Surviving Corporation.

13. Payment of Dissenters. Pursuant to Fla. Stat. § 607.1302, there are no dissenting shareholders since neither Web Genius nor PINI have any outstanding shares prior to the Merger.

14. Tax Consequences. It is the express intent and purpose of this Agreement and Plan of Reorganization that the transaction contemplated hereunder qualify under the internal revenue laws as an Internal Revenue Code Section 368(a)(1)(F) reorganization. To this end, any ambiguity in this Agreement and Plan of Reorganization shall be resolved in an interpretation that will qualify this transaction as a tax-free reorganization.

Web Genius Corp., a Florida corporation

By: 
Peter Stein, President

Physician Imaging Network, Inc.
a Florida corporation

By: 
Peter Stein, President