

P99000072184

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

TMX ACQUISITION, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

TELEMATRIX, INC., a FL corp., P95000052897

INTO

TMX ACQUISITION, INC. which changed its name to

TELEMATRIX, INC., a Florida entity, P99000072184

File date: October 7, 1999

Corporate Specialist: Susan Payne

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ARTICLES OF MERGER

OF

**TELEMATRIX, INC.
(A Florida Corporation)**

AND

**TMX ACQUISITION, INC.
(A Florida Corporation)**

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. TeleMatrix, Inc., a Florida corporation ("TeleMatrix"), shall be merged with and into TMX Acquisition, Inc., a Florida corporation ("TMX"), which shall be the surviving corporation.

2. The merger shall become effective as of the day on which these Articles of Merger are filed by the Secretary of State of Florida.

3. The Plan of Merger dated October 7, 1999, pursuant to which TeleMatrix shall be merged with and into TMX (the "Merger"), was unanimously adopted by the shareholders of TeleMatrix by resolutions adopted on October 7, 1999, and by the shareholders of TMX by resolutions adopted August31, 1999.

4. Upon completion of the Merger, the surviving corporation shall change its name from TMX Acquisition, Inc. to TeleMatrix, Inc.

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GUNSTER YOAKLEY VALDES F

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IN WITNESS WHEREOF, the Articles of Merger have been executed on behalf of
TeleMatrix and TMX by their authorized officers as of October 7, 1999.

ATTEST:

TELEMATRIX, INC., a Florida
Corporation

David J. Critchfield
David J. Critchfield,
Secretary

By: Michael D. Herman
Michael D. Herman,
Chairman and Chief Executive Officer

ATTEST:

TMX ACQUISITION, INC.

Michael S. Benjamin
Michael S. Benjamin,
Secretary

By: _____
Name: _____
Title: _____

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GUNSTER YOAKLEY VALDES F

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IN WITNESS WHEREOF, the Articles of Merger have been executed on behalf of
TeleMatrix and TMX by their authorized officers as of October 7, 1999.

ATTEST:

TELEMATRIX, INC., a Florida
Corporation

David J. Critchfield,
Secretary

By: Michael D. Herman,
Chairman and Chief Executive Officer

ATTEST:

Michael S. Benjamin,
Secretary

TMX ACQUISITION, INC.

By: David F. Benson
Name: DAVID F. BENSON
Title: PRESIDENT

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PLAN OF MERGER**BETWEEN****TELEMATRIX, INC.**
(a Florida corporation)**AND****TMX ACQUISITION, INC.**
(a Florida corporation)

Plan of Merger dated October 7, 1999 between TeleMatrix, Inc., a Florida corporation ("TeleMatrix"), and TMX Acquisition, Inc., a Florida corporation ("TMX").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree, by resolution of the shareholders of TeleMatrix and TMX dated October 7, 1999 and August 31, 1999, respectively, as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), TeleMatrix shall be merged with and into TMX (the "Merger"), the separate and corporate existence of TeleMatrix shall cease, and TMX (the "Surviving Corporation") shall change its name to TeleMatrix, Inc. and shall continue its corporate existence pursuant to the laws of Florida under the name of TeleMatrix, Inc. (TeleMatrix and TMX are collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective at such time as the articles of merger are filed with the Secretary of State of Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

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5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) each issued and outstanding share of the capital stock of TeleMatrix shall be canceled and converted into the right to receive one (1) share of 9% Series B Cumulative Redeemable Convertible Preferred Stock of Meditrust Corporation, a Delaware corporation; and

(b) each issued and outstanding share of capital stock of TMX shall remain issued and outstanding.

6. The articles of incorporation and the bylaws of TMX in effect immediately prior to the Effective Time shall continue without change and be the articles of incorporation and the bylaws of the Surviving Corporation, with the exception of the name change under paragraph 1 hereof.

7. The directors and officers of TMX immediately prior to the Effective Time shall be the initial directors and officers of the Surviving Corporation and shall serve until successors are duly elected, qualified and seated.

8. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

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GUNSTER YOAKLEY VALDES F

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IN WITNESS WHEREOF, the Plan of Merger has been executed on behalf of TeleMatrix and TMX by their authorized officers as of the date set forth above.

TELEMATRIX, INC.

Attested By:

David J. Cutchfield,
Secretary

By:

Michael D. Herman
Michael D. Herman,
Chairman and Chief Executive Officer

TMX ACQUISITION, INC.

Attested By:

Michael S. Benjamin,
Secretary

By:

Name:
Title:

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IN WITNESS WHEREOF, the Plan of Merger has been executed on behalf of TeleMatrix and TMX by their authorized officers as of the date set forth above.


TELEMATRIX, INC.

Attested By: _____
David J. Critchfield,
Secretary

By: _____
Michael D. Herman,
Chairman and Chief Executive Officer

TMX ACQUISITION, INC.

Attested By: 
Michael S. Benjamin,
Secretary

By: 
Name: DAVID F. BENSON
Title: PRESIDENT

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