

# P99000082437

Florida Department of State  
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Effective Date 12/28/07



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Account Number : 075350000340  
Phone : (407) 425-8500  
Fax Number : (407) 244-5288

Please deliver immediately  
to: Brenda Tadlock  
questions please  
call  
Suzanne Clevon  
407-244-5269

## MERGER OR SHARE EXCHANGE

Medai, Inc.

Brenda Tadlock

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B. Tadlock DEC 28 2007  
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**ARTICLES OF MERGER**

between  
**MEDAI, INC.**  
and  
**MEDAI MERGER, LLC**

Effective Date *12/28/07*

07 DEC 28 AM 9:18  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Pursuant to Section 607.1109 of the Florida Business Corporation Act, MEDai, Inc., a Florida corporation ("Surviving Party") and MEDai Merger, LLC, a Florida limited liability company ("Merging Party"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of Merging Party into Surviving Party, with the Surviving Party as the surviving entity following the merger:

**FIRST:** The exact name, entity type, and jurisdiction of the Merging Party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
MEDai Merger, LLC	Florida	Limited Liability Company

*207-124156*

**SECOND:** The exact name, entity type, and jurisdiction of the Surviving Party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
MEDai, Inc.	Florida	Corporation

*999-82437*

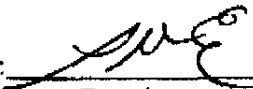
**THIRD:** The attached Plan of Merger was approved by the Merging Party and the Surviving Party in accordance with the applicable provisions of Chapter 607 and 608, Florida Statutes.

**FOURTH:** The effective time of the merger shall be at 9:59 a.m. (Eastern Standard Time) on December 28, 2007.

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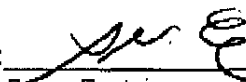
**IN WITNESS WHEREOF**, the undersigned have executed this document this 28th day of December, 2007.

**MEDAI, INC.**

By:   
Steve Epstein  
Chief Executive Officer

**MEDAI MERGER, LLC**

By: AI Insight, Inc., a Florida  
corporation, its manager

By:   
Steve Epstein  
Chief Executive Officer

**PLAN OF MERGER  
BETWEEN  
MEDAI, INC.  
AND  
MEDAI MERGER, LLC**

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the laws of the jurisdiction of such party's formation:

**FIRST:** The exact name, entity type, and jurisdiction of the merging party (referred to hereinafter as the "Merging Party") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
MEDai Merger, LLC	Florida	Limited Liability Company

**SECOND:** The exact name, entity type, and jurisdiction of the surviving party (referred to hereinafter as the "Surviving Party") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
MEDai, Inc.	Florida	Corporation

**THIRD:** The effective time of the merger shall be at 9:59 a.m. (Eastern Standard Time) on December 28, 2007 (the "Effective Time").

**FOURTH:** The terms and conditions of the merger are as follows:

The Merging Party shall be merged with and into the Surviving Party which shall be the surviving entity at the Effective Time and which shall continue to exist as a corporation under the laws of the State of Florida. The Surviving Party shall succeed to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Party shall cease at the Effective Time. The Articles of Incorporation of the Surviving Party at the Effective Time shall be the Articles of Incorporation of the Surviving Party. The Bylaws of the Surviving Party at the Effective Time shall continue to be the Bylaws of the Surviving Party and will continue in full force and effect unless thereafter amended as provided therein or by applicable law.

**FIFTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of the Merging Party and the Surviving Party shall be as follows:

At the Effective Time, by virtue of the merger and without any action on the part of the holders thereof, each membership interest of the Merging Party issued and outstanding immediately prior to the Effective Time shall be cancelled automatically. Each share of Class A Common Stock of the Surviving Party issued and outstanding immediately prior to the Effective Time will continue to represent one outstanding share of Class A Common Stock of the Surviving Party. Each share

Effective Date  
12/28/07

07 DEC 28  
PM 8:00

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of Class B Common Stock of the Surviving Party issued and outstanding immediately prior to the Effective Time shall be converted into and become one validly issued, fully paid and nonassessable share of Class B Common Stock of AI Insight, Inc., a Florida corporation ("AI Insight").

B. The manner and basis of converting the rights to acquire interests, shares, obligations or other securities of the Merging Party and the Surviving Party shall be as follows:

At the Effective Time, each right to acquire one share of Class A Common Stock or Class B Common Stock of the Surviving Party will continue to represent one right to acquire one share of Class A Common Stock or Class B Common Stock of the Surviving Party. There are no rights to acquire interests of the Merging Party.

**SIXTH:** AI Insight joins as a party to this Plan of Merger solely to acknowledge that it will issue shares of its Class B Common Stock as contemplated above.

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IN WITNESS WHEREOF, the undersigned have executed this document this 2<sup>nd</sup> day of December, 2007.

MEDAI, INC.


By:   
Steve Epstein  
Chief Executive Officer

MEDAI MERGER, LLC

By: AI Insight, Inc., its manager

By:   
Steve Epstein  
Chief Executive Officer

AI INSIGHT, INC.

By:   
Steve Epstein  
Chief Executive Officer