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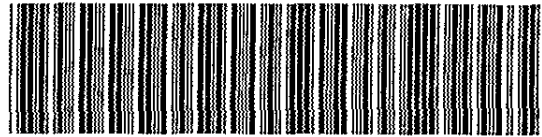
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FRIEDMAN, ROSENWASSER & GOLDBAUM

A PROFESSIONAL ASSOCIATION

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June 4, 2003

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger-MedXec USA, Inc.-TempXec USA, Inc.
Our File: 150.1000

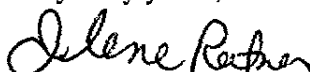
To Whom It May Concern:

I enclose an original and a duplicate of the Articles of Merger regarding the above-referenced corporations.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, I enclose a check in the amount of \$78.75 representing the filing fee.

If you have any questions, please do not hesitate to contact our office.

Very truly yours,



Ilene Ratner,
Legal Assistant

cc: Ronald N. Rosenwasser

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**ARTICLES OF MERGER OF
MEDXEC USA, INC. (a Florida corporation),
into
TEMPXEC USA, INC. (a Florida corporation)**

Pursuant to the provisions of Sections 607.1101, 607.1103, and 607.1105 of the Florida Business Corporations Act, the undersigned Florida corporations adopt the following Articles of Merger for the purpose of merging **MEDXEC USA, INC.** (the "MERGING CORPORATION") into and with **TEMPXEC USA, INC.** (the "SURVIVING CORPORATION" and collectively with the MERGING CORPORATION, the "CONSTITUENT CORPORATIONS"):

1. The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

Name of Corporation:	State of Organization:
TEMPXEC USA, INC.	Florida
MEDXEC USA, INC.	Florida

2. The name of the surviving corporation is TEMPXEC USA, Inc., and it is to be governed by the laws of the State of Florida.
3. The plan of merger (the "Plan") is attached hereto as Exhibit A.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State of the State of Florida.
5. The Plan was adopted by the shareholders and directors of the respective CONSTITUENT CORPORATIONS as follows:

Corporation:	Date Plan Adopted:
TEMPXEC USA, INC.	April <u>10</u> , 2003
MEDXEC USA, INC.	April <u>10</u> , 2003

Dated: April 10, 2003

MERGING CORPORATION:
MEDXEC USA, INC.

SURVIVING CORPORATION:
TEMPXEC USA, INC.

By: Richard T. Myers By: Richard T. Myers
Its: President Its: President

ATTEST: Margaret A. Myers ATTEST: Margaret A. Myers
Secretary Secretary
(Corporate Seal) (Corporate Seal)

STATE OF Ohio

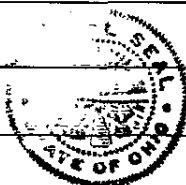
COUNTY OF Fairfield

The foregoing instrument was acknowledged before me this 11th day of April, by Richard L. Myers and Margaret A. Myers, who certified that they are the duly elected President and Secretary, respectively, of TEMPXEC USA, INC., a corporation organized and existing under the laws of the State of Florida, who are personally known to me or who have produced N/A as identification and who did/did not [CIRCLE AS APPLICABLE] take an oath.

[Signature]
Notary Public, State of Ohio

Name: _____
(SEAL)

My commission expires: _____



STEVEN R. PALSGROVE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES FEB. 6, 2004

STATE OF Ohio

COUNTY OF Fairfield

The foregoing instrument was acknowledged before me this 11th day of April, by Richard L. Myers and Margaret A. Myers, who certified that they are the duly elected President and Secretary, respectively, of MEDXEC USA, INC., a corporation organized and existing under the laws of the State of Florida, who are personally known to me or who have produced NA as identification and who did/did not [CIRCLE AS APPLICABLE] take an oath.

[Signature]
Notary Public, State of Ohio

Name: _____
(SEAL)

My commission expires: _____



STEVEN R. PALSGROVE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES FEB. 6, 2004

EXHIBIT A
Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("AGREEMENT"), dated as of April 10, 2003, between MEDXEC USA, INC., a Florida corporation (the "Merging Corporation"), and TEMPXEC USA, INC., a Florida corporation (the "Surviving Corporation") (the parties are sometimes hereinafter collectively referred to as the "Constituent Corporations").

Introduction:

- A. The authorized capital stock of the Merging Corporation consists of 1000 shares of \$0.01 par value common stock, of which 100 shares are outstanding and issued to the Surviving Corporation's shareholders;
- B. The issued and outstanding capital stock of the Merging Corporation is held as follows:

SHAREHOLDER NAME	NUMBER OF SHARES OWNED
RICHARD L. MYERS and MARGARET A. MYERS, as tenants-by-the-entireties	100

- C. The authorized capital stock of the Merging Corporation consists of 10,000 shares of no par value common stock, of which 1000 shares are outstanding and issued to the Merging Corporation's shareholders;
- D. The issued and outstanding capital stock of the Merging Corporation is held as follows:

SHAREHOLDER NAME	NUMBER OF SHARES OWNED
RICHARD L. MYERS and MARGARET A. MYERS, as tenants-by-the-entireties	1000

- E. The Board of Directors and shareholders of each of the Constituent Corporations has deemed it advisable and to the advantage and welfare of said Constituent Corporations and their respective stockholders that the Merging Corporation shall be merged with and into the Surviving Corporation as authorized under and pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and have authorized the execution of this Agreement.

NOW, THEREFORE, the parties to this Agreement in consideration of the premises and the mutual covenants, agreements and provisions herein contained, do hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation and the Surviving Corporation shall be the surviving corporation by virtue of such merger

under the Florida Business Corporation Act, and do hereby further agree upon and prescribe the terms and conditions of said merger, the mode of carrying the same into effect, and the manner of converting the shares of stock of the Merging Corporation into the shares of stock of the Surviving Corporation, as follows:

Agreement:

1. On the Effective Date (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation and the surviving corporation shall be the Surviving Corporation.
2. The manner of converting the outstanding shares of capital stock of each of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:
 - a. Each share of common stock of the Merging Corporation issued and outstanding on the Effective Date shall, without any action on the part of the stockholders thereof, be deemed canceled as of the Effective Date;
 - b. The holders of the shares of capital stock of the Merging Corporation shall surrender the certificates representing such shares to the Secretary of the Surviving Corporation within five days after the Effective Date.
3. The terms and conditions of the merger hereunder are as follows:
 - a. Each party shall pay its share of the expenses of carrying this Agreement into effect and of accomplishing the merger contemplated herein.
 - b. On the Effective Date of the merger, the separate existence of the Merging Corporation shall cease and the surviving corporation shall be the Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act. The Surviving Corporation shall possess all the Merging Corporation's property, real and personal, and all debts due to the Merging Corporation shall be vested in the Surviving Corporation, and all property, rights, privileges, powers, franchises and all other interests of the Merging Corporation shall thereafter be the property of the Surviving Corporation, and all debts, liabilities and duties of the Merging Corporation shall thereafter attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.
 - c. If at any time the Surviving Corporation shall consider or be advised that further assignments or assurances in the law or any things are necessary or desirable to vest in it, according to the terms hereof, the title to any property, rights, privileges or franchises of the Merging Corporation, the proper officers and directors of both parties hereof shall and will execute and make all the proper assignments and assurances in the law and do all things necessary to vest in the Surviving Corporation title and possession of all such property, rights, privileges and franchises, and otherwise carry out the purposes of this Agreement.

- d. The by-laws of the Surviving Corporation in effect on the Effective Date shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.
- e. On the Effective Date, the director and officers of the Surviving Corporation shall become:

NAME	TITLE AND OFFICE
RICHARD L. MYERS	Director, President, and Treasurer
MARGARET A. MYERS	Director, Vice-President and Secretary
RICHARD L. MYERS, II	Director

until the next annual meetings of stockholders and board of directors and until their successors shall have been elected and qualified.

4. This Agreement becomes effective when it has been duly adopted, accepted, and authorized by the Boards of Directors and stockholders of each of the Constituent Corporations.
5. The Effective Date of the merger shall be the date that Articles of Merger are filed with the Office of the Secretary of State of Florida.
6. The Articles of Incorporation of the Surviving Corporation in effect on the Effective Date shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.
7. Notwithstanding anything to the contrary herein, this Agreement, once executed, may be, in the discretion of the Boards of Directors of the respective Constituent Corporations, amended (subject to applicable law) or terminated by the consent of the respective Board of Directors and the stockholders of the Constituent Corporations at any date prior to the Effective Date.

IN WITNESS WHEREOF, this Agreement is signed and sealed by the duly-authorized officers of each party hereto as of the day and year first above written.

THE SURVIVING CORPORATION:	THE MERGING CORPORATION:
TEMPXEC USA, INC.	MEDXEC USA, INC..
a Florida Corporation	a Florida Corporation

By: <u>Richard L. Myers</u>	By: <u>Richard L. Myers</u>
(signature)	(signature)
Print Name: <u>Richard L. Myers</u>	Print Name: <u>Richard L. Myers</u>
Its: <u>President</u>	Its: <u>President</u>

STATE OF Ohio
COUNTY OF Fairfield

The foregoing instrument was acknowledged before me this 11th day of April, 2003, by Richard L. Myers, as the President of MEDXEC USA, INC., a Florida corporation, who is personally known to me or who has produced NA as identification and who (did) [circle one] take an oath.

11th WITNESS my hand and official seal in the County and State last aforesaid this day of April, 2003.

(SEAL)



STEVEN R. PALSGROVE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES FEB. 8, 2004

[Signature]
Notary Public, State of OHIO
Print Name: Steven R. Palsgrove
My commission expires: 2/8/2004

STATE OF OHIO
COUNTY OF Fairfield

The foregoing instrument was acknowledged before me this 11th day of April, 2003, by Richard L. Myers, as the President of TEMPXEC USA, INC., a Florida corporation, who is personally known to me or who has produced NA as identification and who (did) [circle one] take an oath.

11th WITNESS my hand and official seal in the County and State last aforesaid this day of April, 2003.

(SEAL)



STEVEN R. PALSGROVE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES FEB. 8, 2004

[Signature]
Notary Public, State of OHIO
Print Name: Steven R. Palsgrove
My commission expires: 02/08/04