

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MDEVERYWHERE, INC.", A NORTH CAROLINA CORPORATION, WITH AND INTO "MDEVERYWHERE, INC." UNDER THE NAME OF "MDEVERYWHERE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF AUGUST, A.D. 2001, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1268386

DATE: 07-30-01

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TRADEMARK
REEL: 002433 FRAME: 0267

**CERTIFICATE OF MERGER
OF
MDEVERYWHERE, INC., A NORTH CAROLINA CORPORATION
-INTO
MDEVERYWHERE, INC., A DELAWARE CORPORATION**

**(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name of the surviving corporation is MDeverywhere, Inc., a corporation organized under the laws of Delaware, and the name of the merging corporation is MDeverywhere, Inc., a corporation organized under the laws of North Carolina.

SECOND: That an Agreement of Merger and Plan of Reorganization between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of Delaware.

THIRD: The Certificate of Incorporation of MDeverywhere, Inc., a corporation organized under the laws of Delaware, shall be the Certificate of Incorporation of the surviving corporation after the Effective Time.

FOURTH: The executed Agreement of Merger and Plan of Reorganization is on file at the following principal place of business of the surviving corporation: 2810 Meridian Parkway, Suite 134, Durham, North Carolina 27713.

FIFTH: A copy of the Agreement of Merger and Plan of Reorganization will be furnished by the surviving corporation, on request and without cost, to any stockholder of either of the constituent corporations.

SIXTH: The authorized capital stock of the merging corporation is as follows: 150,000,000 shares of Common Stock, no par value, and 90,457,419 shares of Preferred Stock, no par value, of which 4,457,419 shares have been designated Series A Preferred Stock, 11,000,000 shares have been designated Series B Preferred Stock and 75,000,000 shares have been designated Series C Preferred Stock.

SEVENTH: The effective date and time of this Certificate of Merger shall be 12:01 a.m. (Eastern Standard Time) on August 1, 2001.

[Remainder of page intentionally left blank]

BST99 1221147-1.061307.0012

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 07/27/2001
010367417 - 3404606*

**TRADEMARK
REEL: 002433 FRAME: 0268**

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed this 27th day of July, 2001.

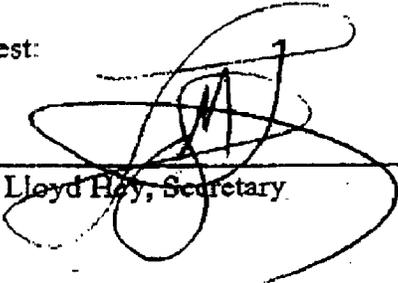
MDEVERYWHERE, INC.

By: 

Name: Steven Toups

Title: Chief Financial Officer

Attest:



Dr. Lloyd Ray, Secretary