

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/25/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
EDOC INNOVATIONS, INC.	FORMERLY Reed Data, Inc.	06/25/2007	CORPORATION: UTAH

**RECEIVING PARTY DATA**

Name:	BANK OF AMERICAN FORK
Street Address:	195 East 6100 South
City:	Murray
State/Country:	UTAH
Postal Code:	84107
Entity Type:	CORPORATION: UTAH

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2763140	2020DOC
Registration Number:	2521921	2020COLD
Registration Number:	2661332	EMAIL-4-STATEMENTS

**CORRESPONDENCE DATA**

Fax Number: (801)838-9894  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 801-838-9889  
 Email: annie.robertson@bankaf.com  
 Correspondent Name: Annie Robertson  
 Address Line 1: 195 East 6100 South  
 Address Line 4: Murray, UTAH 84107

ATTORNEY DOCKET NUMBER:	EDOC INNOVATIONS, INC.
NAME OF SUBMITTER:	Annie Robertson

OP \$90.00 2763140

Signature:	/Annie Robertson/
Date:	08/08/2007
<b>Total Attachments: 16</b> source=Articles of Merger (Reed Data and Edoc)#page1.tif source=Articles of Merger (Reed Data and Edoc)#page2.tif source=Articles of Merger (Reed Data and Edoc)#page3.tif source=Articles of Merger (Reed Data and Edoc)#page4.tif source=Articles of Merger (Reed Data and Edoc)#page5.tif source=Articles of Merger (Reed Data and Edoc)#page6.tif source=Articles of Merger (Reed Data and Edoc)#page7.tif source=Articles of Merger (Reed Data and Edoc)#page8.tif source=Articles of Merger (Reed Data and Edoc)#page9.tif source=Articles of Merger (Reed Data and Edoc)#page10.tif source=Articles of Merger (Reed Data and Edoc)#page11.tif source=Articles of Merger (Reed Data and Edoc)#page12.tif source=Articles of Merger (Reed Data and Edoc)#page13.tif source=Articles of Merger (Reed Data and Edoc)#page14.tif source=Articles of Merger (Reed Data and Edoc)#page15.tif source=Articles of Merger (Reed Data and Edoc)#page16.tif	



Utah Department of Commerce  
Division of Corporations & Commercial Code  
160 East 300 South, 2nd Floor, S.M. Box 146705  
Salt Lake City, UT 84114-6705  
Phone: (801) 530-4849  
Toll Free: (877)526-3994 Utah Residents  
Fax: (801) 530-6438  
Web Site: <http://www.commerce.utah.gov>

Registration Number: 6637531-0142  
Business Name: EDOC INNOVATIONS, INC.  
Registered Date: JUNE 01, 2007

August 3, 2007

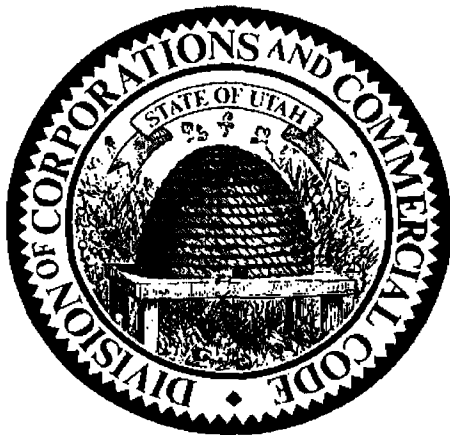
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## CERTIFIED COPY OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF MERGER OF

REED DATA, INC.

WERE FILED WITH THIS OFFICE ON JUNE 26, 2007, MERGER OF REED DATA, INC., A CA CORP #6257690-0143, INTO EDOC INNOVATIONS, INC., A UT CORP #6637531-0142, THE SURVIVOR AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg  
Director  
Division of Corporations and Commercial Code

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Dept. of Professional Licensing  
(801)530-6628

Real Estate  
(801)530-6747

Public Utilities  
(801)530-6651

Securities  
(801)530-6600

Consumer Protection  
(801)530-6601

TRADEMARK  
REEL: 003597 FRAME: 0162

# MERGER

I hereby certified that the foregoing has been filed  
And approved on this 26th day of June 20 07  
in this office of this Division and hereby issued  
this Certificate thereof.

## ARTICLES OF MERGER

For the Merger of

Examiner Jstein Date 8/3/07

**REED DATA, INC.** 6257690-0143  
(a California Corporation)



Kathy Berg  
Kathy Berg  
Division Director

Into

**EDOC INNOVATIONS, INC.** 6637531-0142  
(a Utah Corporation)

These Articles of Merger are filed by eDOC Innovations, Inc., a Utah corporation ("EDI"), pursuant to Section 16-10a-1105 of the Utah Revised Business Corporation Act (the "Act") as the surviving corporation of a merger (the "Merger") between EDI and Reed Data, Inc., a California corporation ("RDI").

**ARTICLE I: Plan of Merger.** The terms of the Plan of Merger governing the Merger are as follows:

- A. RDI shall merge into EDI effective June 25, 2007.
- B. The surviving corporation after the Merger will be EDI. The separate corporate existence of RDI shall cease as of the effective date of the Merger.
- C. Each issued share of stock of RDI shall, upon the effective date of the Merger, be converted into and exchanged solely for one fully paid and non-assessable share of stock of EDI, which share of stock shall be of the same class and series as the converted share. Each issued share of stock of EDI outstanding immediately prior to the Merger shall be cancelled and no consideration shall be delivered in exchange therefor.
- D. Upon the effective date of the Merger, all of the assets and liabilities of RDI shall vest in and shall be enforceable against EDI as described in Section 16-10a-1106 of the Act.

**ARTICLE II: Shareholder Approval.** Pursuant to Section 16-10a-1104(3) of the Act, approval of the shareholders of EDI was not required for the Merger. Approval of the shareholders of RDI was required for the Merger. RDI has two class of shares outstanding, designated as Common Stock and Series A Preferred Stock respectively. All 6,163,265 outstanding shares of Common Stock and 13,333,137 of Series A Preferred Stock were entitled to vote on the approval of the proposed Merger. All 6,163,265 outstanding shares of Common Stock and 13,333,137 of Series A Preferred Stock shares of RDI were voted in favor of the Merger.

RECEIVED

JUN 23 2007

Utah TRADEMARK Division  
150 East Center  
REEL: 003597 FRAME: 0163

Date: 06/28/2007  
Receipt Number: 2164725  
Amount Paid: \$37.00

**ARTICLE III: Parent Merged Into Subsidiary.** The Merger is effected pursuant to Section 16-10a-1104 of the Act. Immediately prior to the Merger, RDI owned one hundred percent (100%) of the outstanding shares of stock of EDI.

**ARTICLE IV: Effective Date.** The effective date of the Merger shall be June \_\_\_\_, 2007. The effective date complies with the requirements of Section 16-10a-1105(2) of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of EDOC INNOVATIONS, Inc.

EDOC INNOVATIONS, INC.  
a Utah corporation

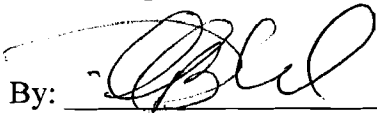
By:   
Name: Russell B. Weekes  
Title: Authorized Person

EXHIBIT A

**Plan and Agreement of Merger**

[see attached]

PLAN AND AGREEMENT OF MERGER

OF

EDOC INNOVATIONS, INC.  
(a Utah corporation)

AND

REED DATA, INC.  
(a California corporation)

PLAN AND AGREEMENT OF MERGER entered into on June 15, 2007, by eDOC Innovations, Inc. ("UCo"), a business corporation of the State of Utah, and approved by resolution adopted by its Board of Directors on June 15, 2007, and entered into on June 15, 2007, by REED DATA, Inc. ("CalCo"), a business corporation of the State of California, and approved by resolution adopted by its Board of Directors on June 15, 2007.

WHEREAS, UCo is a business corporation of the State of Utah with its principal office therein located at 380 East Main Street, Suite 110, Midway, Utah 84049; and

WHEREAS, UCo has authority to issue two (2) classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is twenty million (20,000,000). Twelve Million Five Hundred Thousand (12,500,000) shares shall be Common Stock, with a par value of \$0.001. Seven Million Five Hundred Thousand (7,500,000) shares shall be Preferred Stock, no par value; and

WHEREAS, CalCo is a business corporation of the State of California with its registered office therein located at 3255 W March LN #310, in the City of Stockton. The name of its registered agent at such address is George V Hartman; and

WHEREAS, CalCo has authority to issue two (2) classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is twenty million (20,000,000). Twelve Million Five Hundred Thousand (12,500,000) shares shall be Common Stock, with a par value of \$0.001. Seven Million Five Hundred Thousand (7,500,000) shares shall be Preferred Stock, no par value; and

WHEREAS, the California Corporations Code ("CCC") permits a merger of a business corporation of the State of California with and into a business corporation of another jurisdiction; and

WHEREAS, the Utah Revised Business Corporation Act ("URBCA") permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Utah; and

WHEREAS, UCo and CalCo and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge UCo with and into CalCo pursuant to the provisions of the URBCA and pursuant to the provisions of the CCC upon the terms and conditions hereinafter set forth;

WHEREAS, it is the intention of the UCo and CalCo that, for United States federal income tax purposes, the Merger qualify as a reorganization under Section 368(a)(1)(A) and (F) of the Internal

Revenue Code of 1986, as amended, and that these Resolutions and Plan of Merger (these "Resolutions") constitute a Plan of Reorganization within the meaning of Treasury Regulation Section 1.368-2(g).

NOW, THEREFORE, in consideration of the promises and of the mutual agreement of the parties hereto, being thereunto duly entered into by UCo and approved by a resolution adopted by its Board of Directors and by its Stockholders and being thereunto duly entered into by CalCo and approved by a resolution adopted by the Board of Directors and by its Stockholders, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. UCo and CalCo shall, pursuant to the provisions of the URBCA and to the provisions of the CCC, be merged with and into a single corporation, to wit, eDOC Innovations, Inc., a Utah corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall exist as said surviving corporation under its present name pursuant to the provisions of the URBCA. The separate existence of CalCo, which is hereinafter sometimes referred to as the "terminating corporation," shall cease at said effective time in accordance with the provisions of the CCC.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of UCo, as the same shall be in force and effect in the State of Utah at the effective time of the merger herein provided for, and the Certificate of Incorporation shall continue to be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the URBCA.

3. The present bylaws of UCo will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the URBCA.

4. The directors and officers in office of UCo at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of stock of CalCo shall, at the time of the merger, be converted into and exchanged solely for one fully paid and non-assessable share of stock of the UCo, which share of stock shall be of the same class and series as the converted share. Each issued share of CalCo shall be cancelled and no consideration shall be delivered in exchange therefor.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of UCo in accordance with the provisions of the URBCA and upon behalf of CalCo in accordance with the provisions of the CCC, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Utah and by the laws of the State of California, and that they will cause to be performed all necessary acts within the State of Utah and the State of California and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of UCo and of CalCo are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or



convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

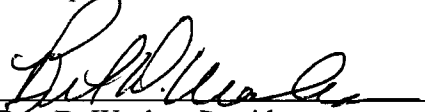
8. This Plan and Agreement of Merger may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall be considered one and the same Plan and Agreement of Merger.

The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed shall become effective in the State of Utah shall be on the date and at the time of the later of (the "Effective Time") (a) the filing of an Officers' Certificate with these Resolutions attached with the Secretary of State of California, and (b) the filing of Articles of Merger with these Resolutions attached with the Secretary of State of Utah.

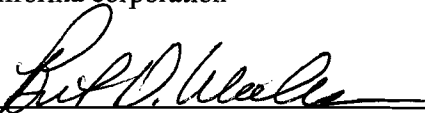
IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: June 15, 2007.

EDOC INNOVATIONS, INC.,  
a Utah corporation

By:   
Bret D. Weekes, President

REED DATA, INC.,  
a California corporation

By:   
Bret D. Weekes, President

**ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE DIRECTORS  
OF  
REED DATA, INC.**

**(Merger with Subsidiary)**

June 15, 2007

Pursuant to and in accordance with the provisions of the California General Corporation Law, the undersigned, being the directors (the "Directors") of Reed Data, Inc., a California corporation (the "Company"), hereby adopt the Resolutions and Plan of Merger attached hereto as Exhibit A (the "Merger Resolutions") by unanimous written consent, as if taken by a unanimous vote of the Directors at a meeting at which the Directors were present.

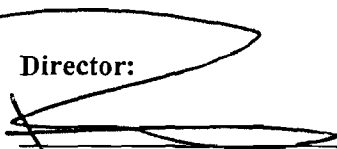
Each of the, by his or her signature below, hereby (1) waives any and all notice of the time, place or purpose of a special meeting called for the purpose of voting on the Merger Resolutions; (2) consents to the transaction of the business set forth herein; (3) affirms that he has read the foregoing; and (4) approves, adopts and ratifies the Merger Resolution, all acts taken or authorized therein and all acts reasonably deemed necessary or desirable in connection therewith.

IN WITNESS WHEREOF, the undersigned has executed this Action By Unanimous Written Consent of the Board of Directors (Merger with Subsidiary) effective as of the date first set forth above.

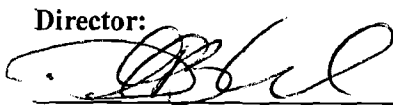
Director:

  
\_\_\_\_\_  
Bret Weekes

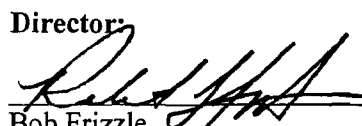
Director:

  
\_\_\_\_\_  
Randy Karnes


Director:

  
\_\_\_\_\_  
Russell B. Weekes

Director:

  
\_\_\_\_\_  
Bob Frizzle

Director:

  
\_\_\_\_\_  
Jody Karnes

**ACTION BY UNANIMOUS WRITTEN CONSENT OF  
THE SHAREHOLDERS**

**OF**

**REED DATA, INC.**

**(Merger with Subsidiary)**


June 15, 2007

Pursuant to and in accordance with the provisions of the California General Corporation Law, the undersigned, being the shareholders (the "Shareholders") of Reed Data, Inc., a California corporation (the "Company"), hereby approve the Plan and Agreement of Merger attached hereto as Exhibit A (the "Merger Resolutions") by unanimous written consent, as if taken by a unanimous vote of the Shareholders at a meeting at which the Shareholders were present.

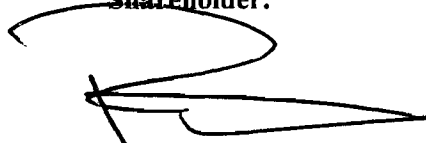
Each of the, by his or her signature below, hereby (1) waives any and all notice of the time, place or purpose of a special meeting called for the purpose of voting on the Merger Resolutions; (2) consents to the transaction of the business set forth herein; (3) affirms that he has read the foregoing; and (4) approves, adopts and ratifies the Merger Resolution, all acts taken or authorized therein and all acts reasonably deemed necessary or desirable in connection therewith.

IN WITNESS WHEREOF, the undersigned has executed this Action By Unanimous Written Consent of the Shareholders (Merger with Subsidiary) effective as of the date first set forth above.

**Shareholder:**

  
\_\_\_\_\_  
Bret Weekes, A Vermont Resident

**Shareholder:**

  
\_\_\_\_\_  
Randy Karnes, CEO of CU\*Answers, a  
Michigan Corporation

**ACTION BY UNANIMOUS WRITTEN CONSENT OF**

**THE DIRECTORS**

**OF**

**EDOC INNOVATIONS, INC.**

**(Merger with Parent)**


June 15 2007

Pursuant to and in accordance with the provisions of the Utah Revised Business Corporation Act, the undersigned, being the directors (the "Directors") of eDOC Innovations, Inc., a Utah corporation (the "Company"), hereby adopt the Resolutions and Plan of Merger attached hereto as Exhibit A (the "Merger Resolutions") by unanimous written consent, as if taken by a unanimous vote of the Directors at a meeting at which the Directors were present.

Each of the, by his or her signature below, hereby (1) waives any and all notice of the time, place or purpose of a special meeting called for the purpose of voting on the Merger Resolutions; (2) consents to the transaction of the business set forth herein; (3) affirms that he has read the foregoing; and (4) approves, adopts and ratifies the Merger Resolution, all acts taken or authorized therein and all acts reasonably deemed necessary or desirable in connection therewith.

IN WITNESS WHEREOF, the undersigned has executed this Action By Unanimous Written Consent of the Board of Directors (Merger with Subsidiary) effective as of the date first set forth above.

Director:

  
\_\_\_\_\_  
Bret Weekes

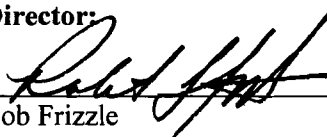
Director:

  
\_\_\_\_\_  
Randy Karnes

Director:

  
\_\_\_\_\_  
Russell B. Weekes

Director:

  
\_\_\_\_\_  
Bob Frizzle

Director:

  
\_\_\_\_\_  
Jody Karnes

**ACTION BY UNANIMOUS WRITTEN CONSENT OF**

**THE SHAREHOLDER**

**OF**

**EDOC INNOVATIONS, INC.**

**(Merger with Parent)**

June 25, 2007

Pursuant to and in accordance with the provisions of the Utah Revised Business Corporation Act, the undersigned, being the sole shareholder (the "Shareholder") of eDOC Innovations, Inc., a Utah corporation (the "Company"), hereby approve the Plan and Agreement of Merger attached hereto as Exhibit A (the "Merger Resolutions") by unanimous written consent, as if taken by a unanimous vote of the Shareholders at a meeting at which the Shareholders were present.

Each of the, by his or her signature below, hereby (1) waives any and all notice of the time, place or purpose of a special meeting called for the purpose of voting on the Merger Resolutions; (2) consents to the transaction of the business set forth herein; (3) affirms that he has read the foregoing; and (4) approves, adopts and ratifies the Merger Resolution, all acts taken or authorized therein and all acts reasonably deemed necessary or desirable in connection therewith.

IN WITNESS WHEREOF, the undersigned has executed this Action By Unanimous Written Consent of the Shareholders (Merger with Subsidiary) effective as of the date first set forth above.

**Shareholder:**



Bret Weekes, CEO of Reed Data, Inc.,  
a California Corporation

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been filed  
and approved on this 21 day of June 2007  
in this office of this Division and hereby issued  
This Certificate thereof.

Examiner: [Signature] Date: 6/15/07



Kathy Berg  
Kathy Berg  
Division Director

**ARTICLES OF INCORPORATION  
OF  
EDOC INNOVATIONS, INC.**

RECEIVED  
JUN 01 2007  
Utah State Tax Commission  
150 East Center  
Provo, Utah 84606

The undersigned person, being over the age of eighteen (18) years of age, acting as incorporator under the provisions of the Utah Revised Business Corporation Act (the "Act"), adopts the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation is eDOC Innovations, Inc. (the "*Corporation*").

**ARTICLE II**

The Corporation is organized to engage in any lawful act or activity for which corporations may be organized under the Act.

**ARTICLE III**

The Corporation is authorized to issue two (2) classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is twenty million (20,000,000). Twelve Million Five Hundred Thousand (12,500,000) shares shall be Common Stock, with a par value of \$0.001. Seven Million Five Hundred Thousand (7,500,000) shares shall be Preferred Stock, no par value. The shares of Common Stock have all voting and other rights, preferences and limitations as are commonly provided under the California Corporations Code, subject to the provisions of these Articles of Incorporation. Holders of Common Stock shall be entitled to one vote for each share of stock owned on any matter submitted to a vote of the shareholders. The Preferred Stock may be issued from time to time in one or more series. The Company's Board of Directors (the "Board of Directors" or the "Board") is hereby authorized, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them.

A. Authorized Number. Seven Million One Hundred Sixty Nine Thousand Eight Hundred Seventy Two (7,169,872) of the authorized shares of Preferred Stock, no par value, are hereby designated "Series A Preferred Stock" (the "Series A Preferred").

B. Designation. The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred are as follows:

1. Dividend Rights. Each holder of Series A Preferred shall be entitled to receive, when, as and if declared by the Board of Directors, dividends out of assets of the Company legally available therefore. No dividend may be paid on the Series A Preferred unless the Company simultaneously pays a dividend on the Common Stock in an amount per share of Common Stock equal to the per share dividend on the Series A Preferred.

6637531

2. Voting Rights. Except as otherwise provided herein or as required by law, the Series A Preferred shall be voted equally with the shares of the Common Stock of the Company and not as a separate class, at any annual or special meeting of shareholders of the Company, and may act by written consent in the same manner as the Common Stock, in either case upon the following basis: each holder of shares of Series A Preferred shall be entitled to such number of votes as shall be equal to the such holder's number of shares of Series A Preferred immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent.

3. Liquidation Rights.

(a) Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Common Stock, the holders of Series A Preferred shall be entitled to be paid out of the assets of the Company an amount per share of Series A Preferred equal to the original issue price plus any unpaid accumulated dividends (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series A Preferred held by them. The foregoing is subject to the rights of the holders of Series A Preferred to convert the Series A Preferred into Common Stock prior to such event as permitted by Section 4(a) below.

(b) The following events shall be considered a liquidation under this Section 3:

(i) (A) any consolidation or merger of the Company with or into any other corporation or other entity or person, or any other corporate reorganization, in which the shareholders of the Company immediately prior to such consolidation, merger or reorganization, own less than fifty-one percent (51%) of the surviving or acquiring entity's voting power immediately after such consolidation, merger or reorganization, or (B) any transaction or series of related transactions in which capital stock of the Company is issued by the Company to a person or group of related persons (as defined in Section 13(d) of the Securities Exchange Act of 1934, as amended) and which results in such person or group of related persons acquiring in excess of fifty percent (50%) of the Company's outstanding voting power (collectively, an "Acquisition"); or

(ii) a sale, lease or other disposition of all or substantially all of the assets of the Company (an "Asset Transfer").

(c) If, upon any liquidation, distribution, or winding up, the assets of the Company shall be insufficient to make payment in full to all holders of Series A Preferred of the liquidation preferences set forth in Section 3(a) above, then such assets shall be distributed among the holders of Series A Preferred ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(d) For the purpose of calculating consideration under this Section 3, the consideration received by the Company for any Acquisition or Asset Transfer shall (i) to the extent it consists of cash, be computed at the net amount of cash received by the Company after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Company in connection with such issue or sale, but without deduction of any expenses payable

by the Company, and (ii) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors.

4. Conversion.

(a) At any time a holder of Series A Preferred may convert some or all of their shares of Series A Preferred into Common Stock at a conversion ratio of 0.2789 shares of Common Stock for each share of Series A Preferred; provided, however that the conversion ratio shall be 1.0 shares of Common Stock for each share of Series A Preferred if at the date of such conversion Mr. Bret D. Weekes is no longer employed by the Company for any reason. A holder may convert Series A Preferred into Common Stock pursuant to this paragraph at any time and from time to time by delivering to the Company a written and signed conversion notice, and the date any such conversion notice is delivered to the Company is the effective date of the conversion.

(b) Subject to subsections 4(e) and 4(f) below, effective July 1, 2007, 4,266,700 shares of Series A Preferred shall be automatically converted into 1,189,983 shares of Common Stock.

(c) Subject to subsections 4(e) and 4(f) below, effective July 1, 2008, 2,164,450 shares of Series A Preferred shall be automatically converted into 603,665 shares of Common Stock.

(d) Subject to subsections 4(e) and 4(f) below, effective July 1, 2009, 738,722 shares of Series A Preferred shall be automatically converted into 206,030 shares of Common Stock.

(e) If the Series A Preferred is held by more than one holder, then the specific shares of Series A Preferred to be redeemed shall be allocated pro rata between the holders of Series A Preferred based upon the relative number of shares of Series A Preferred held by such holders.

(f) No conversion pursuant to Section 4(b), 4(c) and/or 4(d) above shall occur if Mr. Bret D. Weekes is no longer employed by the Company for any reason as of the respective effective date specified in such subsection. The foregoing sentence shall not restrict the ability of a holder of Series A Preferred to convert into common stock pursuant to Section 4(a).

(g) If the Company, at any time while Series A Preferred is outstanding, (i) pays a stock dividend on its Common Stock or otherwise makes a distribution on any class of capital stock that is payable in shares of Common Stock (other than regular dividends on the Preferred Stock), (ii) subdivides outstanding shares of Common Stock into a larger number of shares, or (iii) combines outstanding shares of Common Stock into a smaller number of shares, then in each such case the fixed conversion ratio then in effect shall be divided by a fraction of which the numerator shall be the number of shares of Common Stock outstanding immediately before such event and of which the denominator shall be the number of shares of Common Stock outstanding immediately after such event. Any adjustment made pursuant to clause (i) of this paragraph shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution, and any adjustment pursuant to clause (ii) or (iii) of this paragraph shall become effective immediately after the effective date of such subdivision or combination. If any event requiring an adjustment under this paragraph occurs during the period that a conversion ratio is calculated hereunder, then the calculation of such conversion ratio shall be adjusted appropriately to reflect such event.



5. No Reissuance of Series A Preferred. No share or shares of Series A Preferred acquired by the Company by reason of redemption, purchase, conversion or otherwise shall be reissued.

6. Reservation of Underlying Shares. The Company covenants that it will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved Common Stock, solely for the purpose of enabling it to issue the number of underlying shares of Common Stock which are then issuable and deliverable upon the conversion of (and otherwise in respect of) all outstanding Preferred Stock (taking into account the adjustments of Section 4(g)), free from preemptive rights or any other contingent purchase rights of persons other than the holder. The Company covenants that all underlying shares so issuable and deliverable shall, upon issuance in accordance with the terms hereof, be duly and validly authorized, issued and fully paid and non-assessable.

#### ARTICLE IV

The name of the initial registered agent and the address of the initial registered office of the Corporation are:

Russell B. Weekes  
380 East Main Street, Bldg B, Ste 110  
Midway, Utah 84049

#### ARTICLE V

The name and address of the incorporator of the Corporation are:

Russell B. Weekes  
380 East Main Street, Bldg B, Ste 110  
Midway, Utah 84049

#### ARTICLE VI

To the fullest extent permitted by the Act or any other applicable law as now in effect or as it may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision in these Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI with respect to any matter occurring, or any cause of action, suit, or claim that, but for this Article VI, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

**ARTICLE VII**

The name and address of the initial Director(s) of the Corporation are:

Bret D. Weekes  
40 Court Street, # 210  
Middlebury, Vermont 05753

Russell B. Weekes  
923 LedgeStone Lane  
Heber City, Utah 84032

Randy Karnes  
6000 28<sup>th</sup> St. SE  
Suite 100  
Grand Rapids, MI 49546

Jody Karnes  
2237 StoweValley Dr SE  
Kentwood, MI 49508

Bob Frizzle  
1050 Huckleberry Lane SE  
Grand Rapids, MI 49546

IN WITNESS WHEREOF, the undersigned person, being the incorporator of the Corporation, executes these Articles of Incorporation and certifies to the truth of the facts stated herein, this 1th day of June 2007.



\_\_\_\_\_  
Russell B. Weekes, Incorporator

**Registered Agent Acceptance**

The appointment of the undersigned as the initial registered agent of the Corporation is hereby accepted this 1th day of June 2007.



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Russell B. Weekes