

G35222

HARDY & ALLEN
ATTORNEYS AT LAW

CHARLES L. ALLEN
DIRECT DIAL 801-364-6663

60 EAST SOUTH TEMPLE, SUITE 2200
SALT LAKE CITY, UTAH 84111

TELEPHONE 801-364-6600
FACSIMILE 801-364-6664

January 13, 1998

700002416797--8
-01/30/98--01010--010
*****70.00 *****70.00

DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

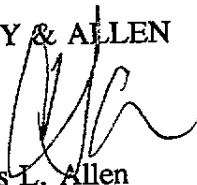
TO WHOM IT MAY CONCERN:

My staff has made numerous calls to your office to request the amount of the filing fee for Articles of Share Exchange. We were told that there was no such thing as "Articles of Share Exchange" under Florida law. This letter is to refer you to Florida Statute 607.1102 and 607.1107, among others. I respectfully request that you consider the filing of the enclosed Articles of Share Exchange between I-Link Incorporated, a Florida corporation and I-Link Communications, Inc., a Utah corporation. Please let us know the filing fee for this filing.

Please call me with any questions so that I can finalize this filing.

Cordially,

HARDY & ALLEN


Charles L. Allen


Share Exchange

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 AM 11:46

CLA:ll
Enclosures

cla\link\2553

FILING 70
R. AGENT _____
CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOTAL 70

corapshex  1/28/98

ARTICLES OF SHARE EXCHANGE

BETWEEN

**I-LINK INCORPORATED (a Florida corporation)
and
I-LINK COMMUNICATIONS, INC., (a Utah corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

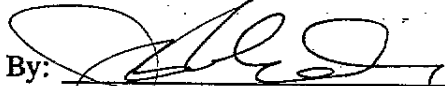
98 JAN 15 AM 11:46

Pursuant to the applicable provisions of the Utah Revised Business Corporation Act and the Florida Business Corporation Act, **I-LINK COMMUNICATIONS, INC., formerly known as FAMILY TELECOMMUNICATIONS INCORPORATED ("FTI")**, a Utah corporation, and **I-LINK INCORPORATED, formerly known as MEDCROSS, INC. ("I-Link")**, a Florida corporation, adopt the following Articles of Share Exchange:

1. An Agreement and Plan of Share Exchange ("**Plan**") for the acquisition by I-Link of all of the issued and outstanding shares of capital stock of FTI from the shareholders of FTI in exchange for the issuance by I-Link of 4,000,000 shares of capital stock of Medcross to the shareholders of FTI, was approved by the Directors and Shareholders of FTI on January 3, 1997 and by the Directors of I-Link on January 3, 1997. A copy of such Plan is attached hereto as Exhibit "A".
2. Shareholder approval of I-Link was not required.
3. FTI had 1,000 shares of stock issued and outstanding and entitled to vote on the Plan. All 1,000 shares voted for adoption of the Plan and none voted against.
4. The address of the principal office of I-Link is 3227 Bennet Street North, St. Petersburg, Florida 33713.

DATED to be effective January 1, 1997.

I-LINK INCORPORATED, a Florida corporation

By: 
Its: PRESIDENT JOHN W. EDWARDS

I-LINK COMMUNICATIONS, INC., a Utah corporation

By: 
Its: PRESIDENT JOHN W. EDWARDS

EXHIBIT "A"

PLAN OF SHARE EXCHANGE

BETWEEN

**MEDCROSS, INC. (a Florida corporation)
and
FAMILY TELECOMMUNICATIONS INCORPORATED, (a Utah corporation)**

This Plan of Share Exchange ("**Plan**") is made effective as of January 1, 1997, between **FAMILY TELECOMMUNICATIONS INCORPORATED**, a Utah corporation ("**FTI**") and **MEDCROSS, INC.**, a Florida corporation ("**Medcross**").

WHEREAS, the authorized capital stock of FTI consists of 10,000 shares of Common Stock, \$.001 par value, of which 2,000 shares are issued and outstanding.

WHEREAS, the authorized capital stock of Medcross consists of 20,000,000 shares of Common Stock, .007 par value.

WHEREAS, the respective Boards of Directors of FTI and Medcross deem it advisable and generally to the welfare and advantage of each, and their respective shareholders to exchange shares as set forth herein.

NOW, THEREFORE, the parties hereby agree that Medcross shall acquire all of the issued and outstanding shares of capital stock of FTI in exchange for the issuance of 4,000,000 shares of capital stock of Medcross to the shareholders of FTI, pursuant to the Utah Revised Business Corporation Act and the Florida Business Corporation Act.

The parties further agree that the terms and conditions of the exchange, the mode of carrying it into effect, and the manner and basis of exchanging the shares of the constituent corporations shall be as follows:

1. Share Exchange. Medcross shall acquire all of the issued and outstanding capital stock of FTI consisting of 2,000 shares owned by the shareholders of FTI ("**FTI Shareholders**") in exchange for the issuance of 4,000,000 shares of capital stock of Medcross to the FTI Shareholders, to be effective as of the Effective Date as defined below.

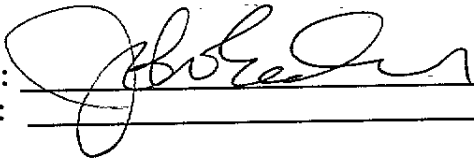
2. Articles of Share Exchange. Upon the execution of this Plan, Medcross and FTI shall each cause the attached Articles of Share Exchange (Exhibit "A") to be filed with the Utah Division of Corporations and Commercial Code and the Florida Department of State, Division of Corporations.

3. Effective Date of Share Exchange. For purposes hereof, this Share Exchange shall take place at the time and date established under the Agreement defined below and in accordance with the respective laws of the State of Utah and the State of Florida.

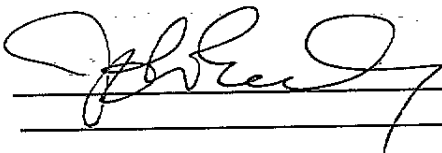
4. Miscellaneous. This Plan may be executed in any number of counterpart copies, each of which shall be deemed an original for all purposes. This Plan shall be binding upon and shall inure to the benefit of the respective successors and assigns of the parties hereto. This Plan is to be read together with a more extensive Share Exchange Agreement for the acquisition of Family Telecommunications Incorporated by Medcross, Inc. (I-Link) ("**Agreement**") dated effective January 1, 1997. In the event of any conflict between this Plan and the Agreement, the terms of such Agreement shall control. All of the undersigned parties to this Plan hereby consent to the Share Exchange, this Plan, and the Agreement.

DATED January 3, 1997.

MEDCROSS, INC., a Florida corporation

By: 
Its: _____

**FAMILY TELECOMMUNICATIONS, INC., a
Utah corporation**

By: 
Its: _____