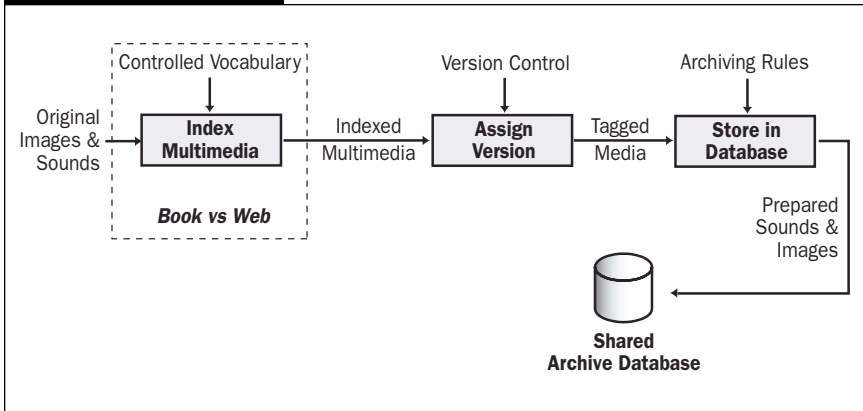**EXHIBIT 2.1**

version information, is stored in a database according to rules that define the logical placement of new multimedia in the database management system that is maintained by the in-house computer technician.

When pressed about the details of indexing, Jane initially claims to use a book of standard index terms, with a throughput of about 20 images per hour. However, when Mary asks her to explain why she wasn't using a computer-based lookup tool to provide the controlled vocabulary terms, Jane admits to using a government-sponsored web site to access indexing terms. By Mary's estimates, using the electronic vocabulary tool, Jane should be able to index and archive over 60 images per hour instead of the 20 that she claims. Apparently Jane intentionally hid her use of the web at the index stage of archiving to protect her slack time. Whether because of embarrassment or a perceived threat from the new KM project, Jane gives notice the next day. Within two weeks, Jane is off to the Midwest—outside of the 250-mile radius defined in her noncompete agreement with Medical Multimedia Company—to start her own graphics company.

Jane's departure comes at a critical time for Medical Multimedia. Since the CEO can't afford to lose any more employees, he emphasizes