

296213

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000050300 3)))



H090000503003ABCR

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FILED
09 MAR -4 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

MERGER OR SHARE EXCHANGE

INTERIM HEALTHCARE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

RECEIVED
2009 MAR -4 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

[Handwritten notes: 296213, 3/9/09]

H09000050300 3

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Interim Healthcare Inc.</u>	<u>Florida</u>	<u>296213</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Interim Healthcare Holdings, Inc.</u>	<u>Delaware</u>	<u>F98000002692</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
 09 MAR -4 AM 11:12
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the surviving corporation on March 4, 2009

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 4, 2009

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

H09000050300 3

H09000050300 3

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleInterim Healthcare Holdings, Inc.Michael P. Slupecki, Treasurer, Chief Financial Officer and SecretaryInterim Healthcare Inc.Michael P. Slupecki, Treasurer, Chief Financial Officer and Secretary

H09000050300 3

H09000050300 3

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Interim Healthcare Holdings, Inc.	Delaware

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Interim Healthcare Inc.</u>	<u>Florida</u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All of the existing and outstanding shares of Interim Healthcare Holdings, Inc. shall be extinguished. All of the issued and outstanding shares of Interim Healthcare Inc. shall be converted into 10,000 shares of the surviving corporation.

(Attach additional sheets if necessary)

H09000050300 3

H09000050300 3

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Not applicable.

H09000050300 3