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MERGER OR SHARE EXCHANGE

INTERIM HEALTHCARE INC.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INTERIM ASSISTED CARE (HAWAII), INC., a Hawaii corporation, not qualified  
in Florida

INTO

**INTERIM HEALTHCARE INC.**, a Florida corporation, 296213

File date: June 22, 1999, effective June 25, 1999

Corporate Specialist: Karen Gibson

JUN. 22. 1999 1:00PM SH&D LLP

NO. 3921 P. 1

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**ARTICLES OF MERGER**  
**of**  
**INTERIM HEALTHCARE INC.**  
**(a Florida corporation)**  
**and**  
**INTERIM ASSISTED CARE (HAWAII), INC.**  
**(a Hawaii corporation)**

**EFFECTIVE DATE**  
6-25-99

The undersigned corporations hereby submit these Articles of Merger pursuant to Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act and Sections 415-75 and 415-77 of the Hawaii Business Corporation Act, and certify that:

1. Interim Assisted Care (Hawaii), Inc., a Hawaii corporation ("Interim Hawaii"), and a wholly owned subsidiary of Interim HealthCare Inc., a Florida corporation (the "Parent"), shall be merged with and into the Parent, and the Parent shall be the surviving corporation (the "Surviving Corporation").
2. The Plan of Merger (as hereinafter defined) pursuant to which Interim Hawaii shall be merged with and into the Parent (the "Merger"), was adopted pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 415-75 of the Hawaii Business Corporation Act by the Board of Directors of the Parent (the sole shareholder of Interim Hawaii) by written consent dated June 18, 1999. No approval by the shareholders of the Parent was required.
3. Interim Hawaii has 100 shares of Common Stock, par value \$1.00 per share, issued and outstanding. The Parent owns all of the issued and outstanding shares of each class and series of shares of Interim Hawaii.
4. The Merger shall become effective on June 25, 1999 (the "Effective Date").
5. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

Preparer: Abigail Watts-Fitzgerald, P.A.  
FL Bar No. 0473812  
200 S. Biscayne Blvd.  
Miami, Florida 33131  
Phone: 305/577-2916

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## PLAN OF MERGER

**SECTION 1. Parties.** The name and state of incorporation of each of the constituent corporations are:

- (i) Interim HealthCare Inc., a Florida corporation (the "Parent"); and
- (ii) Interim Assisted Care (Hawaii), Inc., a Hawaii corporation ("Interim Hawaii").

**SECTION 2. The Merger.**

(a) The Merger (as hereinafter defined) shall become effective on June 25, 1999 (the "Effective Date").

(b) As of the Effective Date, Interim Hawaii will be merged with and into the Parent, which will be the surviving corporation (the "Surviving Corporation") and which will continue to exist under its present name pursuant to the provisions of the Florida Business Corporation Act (the "Merger").

(c) From and after the Effective Date, the Articles of Incorporation of the Parent, as in effect immediately prior to the Effective Date, shall remain and be the Articles of Incorporation of the Surviving Corporation, until amended pursuant to the provisions of the Florida Business Corporation Act.

(d) From and after the Effective Date, the Bylaws of the Parent, as in effect immediately prior to the Effective Date, shall remain and be the Bylaws of the Surviving Corporation until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

**SECTION 3. Manner and Basis of Converting Shares.**

(a) Interim Hawaii. All of the issued and outstanding shares of the common stock of Interim Hawaii are presently owned and held by the Parent, as the sole parent thereof. Accordingly, upon the Effective Date, without any further action on the part of any party, each issued and outstanding share of the common stock of Interim Hawaii, and all rights to acquire shares thereof, shall be canceled, and certificates which, prior to the Effective Date, represented shares of Interim Hawaii shall upon the Effective Date be deemed canceled without any further action. No shares of the Parent shall be issued pursuant to the Merger.

(b) Parent. Each share of common stock of the Parent issued and outstanding immediately prior to the Effective Date shall continue to be outstanding and

shall be one fully paid and nonassessable share of the common stock of the Surviving Corporation.

**SECTION 4. Dissenting Shareholders.** Any shareholder of Interim Hawaii who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

**SECTION 5. Miscellaneous Provisions.**

(a) **Agreements of Surviving Corporation.** The Parent hereby (A) agrees that it may be served with process in the State of Hawaii for the enforcement of any obligation of Interim Hawaii and in any proceeding for the enforcement of the rights of a dissenting shareholder of Interim Hawaii against the Parent as the Surviving Corporation; and (B) irrevocably appoints CSC Services of Hawaii, Inc. as its agent to accept service of process in any such proceeding.

The Parent further agrees that it will promptly pay to the dissenting shareholders of Interim Hawaii the amount, if any, to which they may be entitled under Section 415-81 of the Hawaii Business Corporation Act.

(b) **Amendment.** This Plan of Merger may be amended by the Board of Directors of the Parent in accordance with applicable state law at any time prior to the filing of the Articles of Merger with the States of Florida and Hawaii.

(c) **Termination.** At any time prior to the filing of the Articles of Merger with the States of Florida and Hawaii, the Plan of Merger may be abandoned and terminated in accordance with applicable state law.

6. The Board of Directors of Parent, as the sole shareholder of Interim Hawaii, by action approved June 18, 1999, waived the requirement to receive by mail a copy of the Plan of Merger in accordance with Section 415-75(d) of the Hawaii Business Corporation Act and Section 607.1104 of the Florida Business Corporation Act.

JUN. 22. 1999 1:01PM

SH&D LLP

NO. 3921 P. 6

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Interim Hawaii and the Parent by their authorized officers as of June 18, 1999.

INTERIM HEALTHCARE INC.

Attest:

By:   
Raphael Umansky  
Secretary

By:   
James H. Booth  
President

INTERIM ASSISTED CARE (HAWAII), INC.

Attest:

By:   
Raphael Umansky  
Secretary

By:   
James H. Booth  
President

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