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OLIVER G. RAND (1895-1967)
NAOMI E. MORRIS (1921-1986)
Z. HARDY ROSE (1918-1999)

*CERTIFIED MEDIATOR

February 27, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/04/02--01071--017
*****78.75 *****78.75

RE: Merger of Interim HHA of Jacksonville, Inc. into Interim HealthCare
of Jacksonville, Inc.
Document Nos. P93000031410 and P93000031167

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Merger of Interim HHA of Jacksonville, Inc. into Interim HealthCare of Jacksonville, Inc., along with a check made payable to the Florida Department of State in the amount of \$78.75 in payment of the filing fee for the Articles of \$70.00 and the fee for a certified copy of \$8.75. Please return the certified copy directly to me.

If you have any questions regarding this filing, please direct them to me.

Very truly yours,

ROSE, RAND, ORCUTT, CAULEY, BLAKE & ELLIS, P.A.

Susan K. Ellis
Susan K. Ellis

enclosures
cc: Terri P. Pilkington

F:\DATA\ELLIS\corporations\Interim Healthcare\Ltr to FL Dept of State re Articles of Merger (02-02).wpd

P93000031167
3-4-02
5 PM
Merger out
*out copy

FILED
02 MAR -4 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERIM HHA OF JACKSONVILLE, INC., a florida entity, document
P93000031410

INTO

INTERIM HEALTHCARE OF JACKSONVILLE, INC., a Florida entity,
P93000031167

File date: March 4, 2002

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
OF
INTERIM HHA OF JACKSONVILLE, INC.
INTO
INTERIM HEALTHCARE OF JACKSONVILLE, INC.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
INTERIM HEALTHCARE OF JACKSONVILLE, INC.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
INTERIM HHA OF JACKSONVILLE, INC.	Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

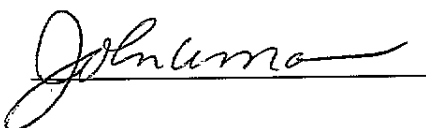
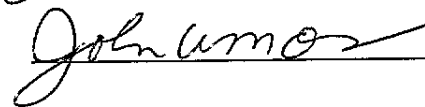
Third: The Plan of Merger is attached.

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

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was unanimously adopted by the shareholders of the surviving corporation on February 22, 2002.

Sixth: Adoption of Merger by merging corporation. The Plan of Merger was unanimously adopted by the shareholders of the merging corporation on February 22, 2002.

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Interim HealthCare of of Jacksonville, Inc.		John W. Morris, President
Interim HHA of Jacksonville, Inc.		John W. Morris, President

PLAN OF MERGER
OF
INTERIM HHA OF JACKSONVILLE, INC.
INTO
INTERIM HEALTHCARE OF JACKSONVILLE, INC.

The following Plan of Merger is submitted in compliance with Section 607.1101, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
INTERIM HEALTHCARE OF JACKSONVILLE, INC.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
INTERIM HHA OF JACKSONVILLE, INC.	Florida

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TALLAHASSEE, FLORIDA

Third: The terms and conditions of the merger are as follows:

The merger of Interim HHA of Jacksonville, Inc. into Interim HealthCare of Jacksonville, Inc. will be effected pursuant to the terms and conditions of this Plan of Merger. Upon the merger becoming effective, the corporate existence of Interim HHA of Jacksonville, Inc. will cease, and the corporate existence of Interim HealthCare of Jacksonville, Inc. will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

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

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Interim HealthCare of Jacksonville, Inc. The outstanding shares of Interim HealthCare of Jacksonville, Inc. will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of Interim HealthCare of Jacksonville, Inc.

2. Interim HHA of Jacksonville, Inc. Each outstanding share of Interim HHA of Jacksonville, Inc. will be converted into and exchanged for one (1) share of Interim HealthCare of Jacksonville, Inc.

Other provisions relating to the merger are as follows:

After approval of this Plan of Merger by the shareholders of Interim HHA of Jacksonville, Inc. and Interim HealthCare of Jacksonville, Inc., and at any time prior to the merger becoming effective, the Board of Directors of Interim HealthCare of Jacksonville, Inc. may, in its discretion, abandon the merger.