

Sunstate Research **589860**  
 Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. PRN, Inc. merging into  
 (Corporation Name) (Document #)
2. Nurses PRN of Denver, Inc  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

97 DEC 23 PM 3:47  
 GEORGE W. HAY OF STATE  
 TALLAHASSEE, FLORIDA

APPROVED  
 AND  
 FILED

- Walk in   
  Pick up time   
  Certified Copy  
 Mail out   
  Will wait   
 Stamped Photocopy   
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 STATE OF FLORIDA  
 DEPARTMENT OF CORPORATIONS  
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 9 pages  
 12-23-97

Examiner's Initials	
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PRN, INC., A Florida Corporation, Document number 500251

INTO

**NURSES PRN OF DENVER, INC.,** a Florida corporation, 589860.

File date: December 23, 1997

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER  
OF  
PRN, INC.  
into  
NURSES PRN OF DENVER, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

Pursuant to the provisions of Section 607.1105 Florida Statute, these Articles of Merger provide that:

1. PRN INC., a Florida corporation, shall be merged with and into NURSES PRN OF DENVER, INC., a Florida corporation, which shall be the surviving corporation.

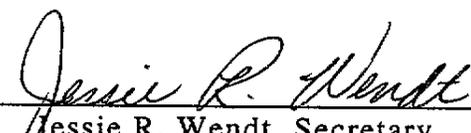
2. Plan and Agreement of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was adopted by the directors and shareholders of PRN, INC. by written consent dated December 8, 1997, and by the directors and shareholders of NURSES PRN OF DENVER, INC., by written consent dated December 8, 1997.

3. The merger shall become effective on December 31, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 8, 1997.

PRN, INC., a Florida corporation

By:   
Willard L. Wendt, President

By:   
Jessie R. Wendt, Secretary

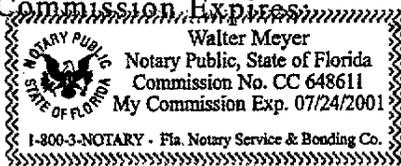


STATE OF FLORIDA    )  
                                  ) :ss  
COUNTY OF DADE    )

Before me, the undersigned authority, personally appeared Willard L. Wendt and Jessie R. Wendt to me known to be the persons described in and who executed the foregoing Articles of Merger, and they acknowledged before me that they executed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State this 8<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
Notary Public, STATE OF FLORIDA

My Commission Expires:   
Walter Meyer  
Notary Public, State of Florida  
Commission No. CC 648611  
My Commission Exp. 07/24/2001  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Plan") is made this 8th day of December 1997, by and between PRN, INC., a Florida corporation, and NURSES PRN OF DENVER, INC., a Florida corporation, said corporations hereinafter collectively referred to as "Constituent Corporations."

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED

**WITNESSETH:**

WHEREAS, PRN, INC. was duly incorporated in the State of Florida and has authorized capital stock of Nine Thousand (9,000) shares (\$1.00 par value per share) of common stock (all of which are entitled to vote), and of which Two Hundred (200) shares of the common voting stock are duly issued and outstanding; and

WHEREAS, NURSES PRN OF DENVER, INC. was duly incorporated in the State of Florida and has authorized capital stock of Seventy-Five Hundred (7,500) shares (\$1.00 par value per share) of common stock (all of which are entitled to vote), and of which Two Hundred (200) shares of common voting stock are duly issued and outstanding; and

WHEREAS, the respective Boards of Directors and Shareholders of the Constituent Corporations deem it advisable and to their advantage, welfare and best interest to enter into this Plan, and have adopted Resolutions on the 8th day of December, 1997, which provide that pursuant to the provisions of the Florida Business Corporation Act of the State of Florida, PRN, INC. (the "Merging Corporation") be merged with and into NURSES PRN OF DENVER, INC. (the "Surviving Corporation") in order to combine the assets and business of the Constituent Corporations for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting credit facilities by financial lenders and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions set forth hereinbelow:

1. RECITALS. The recitals hereinabove are true and correct and are incorporated herein.
2. AGREEMENT TO MERGE. The Constituent Corporations hereby agree that upon the "Effective Date", as hereinafter defined, the Merging

Corporation shall be merged into the Surviving Corporation, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Corporation, without the necessity of any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

3. NAME OF MERGED CORPORATION. The name of the Surviving Corporation shall continue to be: NURSES PRN OF DENVER, INC.

4. ARTICLES OF INCORPORATION. The Articles of Incorporation of the Surviving Corporation upon the Effective Date of the merger will be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect.

5. BYLAWS. The Bylaws of the Surviving Corporation upon the Effective Date of the merger will be the Bylaws of said Surviving Corporation and will continue in full force and effect.

6. DIRECTORS AND OFFICERS. The directors and officers in office of the Surviving Corporation upon the Effective Date of the merger shall continue as the Directors and Officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. MODE OF EFFECTING MERGER. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, shall be as follows:

Since all the shares of the issued and outstanding capital stock of the Merging Corporation and of the Surviving Corporation are presently owned by the same shareholders in the same percentages, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the shareholders after the Effective Date. Upon the Effective Date of the merger, each shareholder of the Merging Corporation shall surrender his or her certificate or certificates to the Surviving Corporation and such certificate or certificates shall be canceled. The then issued and outstanding shares of the Surviving Corporation owned by the shareholders shall continue thereafter to constitute all of the issued and outstanding stock in such Surviving Corporation.

8. ADOPTION OF PLAN. Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all the shareholders and all of the directors of the Surviving Corporation and by all of the shareholders and all of the directors of the Merging Corporation.

9. EXECUTION OF DOCUMENTS. In the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act of the State of Florida, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. AUTHORIZATION OF DIRECTORS AND OFFICERS. The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

11. EFFECTIVE DATE. This plan and the merger of the Constituent Corporations shall become effective on December 31, 1997. The term "Effective Date", wherever used in this Plan, shall mean the Effective Date herein described. Neither of the Constituent Corporations shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Corporations may take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

12. RIGHT TO ABANDON MERGER. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the Effective Date.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations.

PRN, INC., a Florida corporation

Attest: Jessie R. Wendt By: Willard L. Wendt  
Jessie R. Wendt, Secretary Willard L. Wendt, President

NURSES PRN OF DENVER, INC., a  
Florida corporation

Attest: Jessie R. Wendt By: Willard L. Wendt  
Jessie R. Wendt, Secretary Willard L. Wendt, President

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