

November 3, 2000

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

600003458466--8  
-11/09/00--01043--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Merger merging Tender Loving Care Private Patient Company, Inc., a Florida corporation, into Staff Builders Services, Inc., a New York corporation

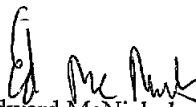
Dear Sirs:

Enclosed for filing is an original and copy of the above-referenced Articles of Merger and Plan of Merger. Also enclosed is a \$70 check in payment of the filing fee.

Please return a filing receipt to my attention.

If you have any questions, please call me at (516) 327-3369.

Very truly yours,

  
Edward McNicholas  
Senior Legal Assistant

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

00 NOV -9 PM 4:24

FILED

Merger  
11-21-00  
MS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TENDER LOVING CARE PRIVATE PATIENT COMPANY, INC., a Florida  
corporation, H68901

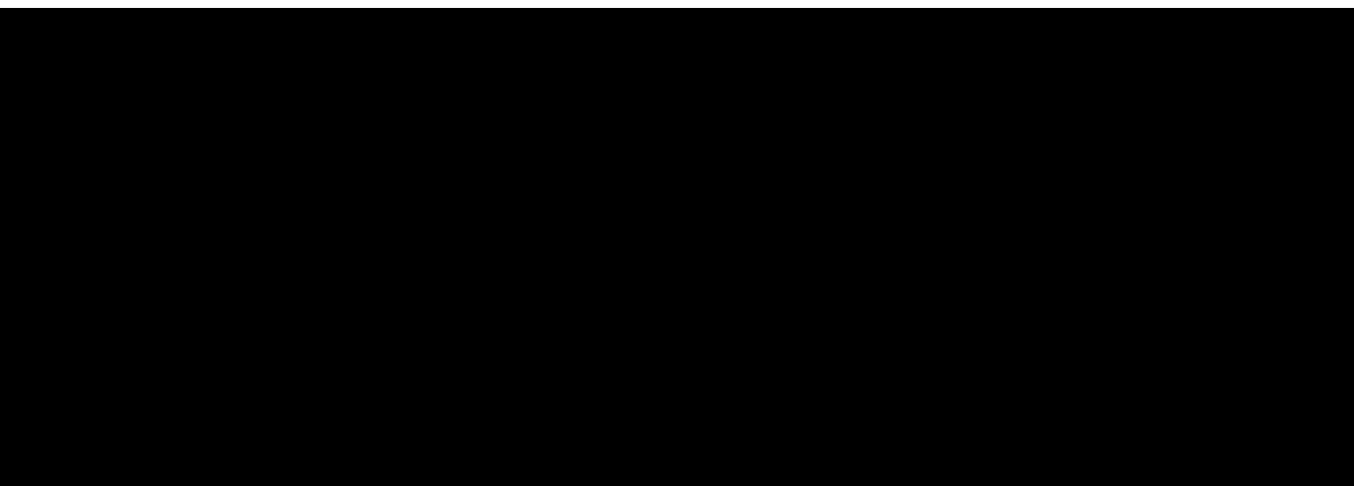
into

**STAFF BUILDERS SERVICES, INC.**, a New York entity 831963

File date: November 9, 2000

Corporate Specialist: Doug Spitler

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



# 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, F.S.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Staff Builders Services, Inc. New York

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Tender Loving Care Private Patient  
Company, Inc. 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** 11 / 30 / 00 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 October 31, 2000.

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 October 31, 2000.

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)

FILED  
00 NOV -9 PM 4:24  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

X

Tender Loving Care  
Private Patient  
Company, Inc.

X

Dale R. Clift, President

Dale R. Clift, President

**PLAN OF MERGER** approved on October 31, 2000 by resolution of the Board of Directors of Tender Loving Care Private Patient Company, Inc. a business corporation organized under the laws of the State of Florida, and approved on October 31, 2000 by resolution of the Board of Directors of Staff Builders Services, Inc., a business corporation organized under the laws of the State of New York. The names of the corporations planning to merge are Tender Loving Care Private Patient Company, Inc., a business corporation organized under the laws of the State of Florida and Staff Builders Services, Inc., a business corporation organized under the laws of the State of New York. The name of the surviving corporation into which Tender Loving Care Private Patient Company, Inc. plans to merge is Staff Builders Services, Inc.

1. Tender Loving Care Private Patient Company, Inc. and Staff Builders Services, Inc. shall, pursuant to the provisions of the Business Corporation Act of the State of Florida and the provisions of the Business Corporation Law of the State of New York, be merged with and into a single corporation, to wit, Staff Builders Services, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under Staff Builders Services, Inc. pursuant to the provisions of the Business Corporation Law of the State of New York. The separate existence of Tender Loving Care Private Patient Company, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Act of the State of Florida.

2. The Certificate of Incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation; and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

3. 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 until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first 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.

5. Each issued share of the non-surviving corporation shall, upon the effective date of the merger, be converted into zero shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving 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 the laws of the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the non-surviving 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.