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MERGER OR SHARE EXCHANGE

CLP RESOURCES, INC.

Certificate of Status	0
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merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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 are as follows:

Name	Jurisdiction	Document Number (if known/applicable)
CLP Resources, Inc.	DE	N/A

SECOND: The name and jurisdiction of the merging corporation are as follows:

Name	Jurisdiction	Document Number (if known/applicable)
Skilled Services Corporation	FL	P93000002199

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on at 11:59 p.m. Eastern Standard Time on December 30, 2007.

FIFTH: The Plan of Merger was adopted by the board of directors of the merging corporation on December 14, 2007 and shareholder approval was not required.


SIXTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 14, 2007 and shareholder approval was not required.

SEVENTH: Signatures for each Corporation:

CLP Resources, Inc.

By: 
Name: James E. Denbaugh
Its: Vice President

Skilled Services Corporation

By: 
Name: Todd N. Gilman
Its: Assistant Secretary

PLAN OF MERGER

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.

FIRST: The name and jurisdiction of the parent corporation ("Surviving Corporation") owning 100 percent of the outstanding shares of the subsidiary corporation are as follows:

Name
CLP Resources, Inc.

Jurisdiction
DE

SECOND: The name and jurisdiction of the subsidiary corporation ("Merging Corporation") are as follows:

Name
Skilled Services Corporation

Jurisdiction
FL

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

3.1 **The Merger.** On the Effective Date (as defined below) of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall survive such merger.

3.2 **Articles of Incorporation and Bylaws.** The articles of incorporation (certificate of incorporation) and bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date shall be the articles of incorporation (certificate of incorporation) and bylaws of the Surviving Corporation after consummation of the merger.

3.3 **Directors and Officers.** Upon consummation of the merger, the directors and officers of the Surviving Corporation in office on the Effective Date shall be the directors and officers of the Surviving Corporation, subject to the applicable provisions of the articles of incorporation and bylaws of the Surviving Corporation, until their successors shall have been elected and qualified.

3.4 **Property and Liabilities of Constituent Entities.** On the Effective Date, the separate existence of the Merging Corporation shall cease and the Merging Corporation shall be merged into the Surviving Corporation. The Surviving Corporation, from and after the Effective Date, shall possess all the rights, privileges, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of the Merging Corporation and the Surviving Corporation (collectively, the "Constituent Entities"); all rights, privileges, powers and franchises of each of the Constituent Entities, and all property, real, personal and mixed, and all debts due to any of the Constituent Entities on whatever account as well for stock subscriptions as all other things in action or belonging to each of the Constituent Entities shall be vested in the Surviving

Corporation; and all property, rights, privileges, powers and franchises, and all other interests shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Entities and the title to any real estate vested by deed or otherwise in any of the Constituent Entities shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entities thenceforth shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against any Constituent Entity may be prosecuted to judgment or decree as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

3.6 Effective Date and Time. This plan of merger shall become effective on December 30, 2007 (the "Effective Date") at 11:59 p.m. Eastern Standard Time on the Effective Date.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

As of the Effective Date of the merger the outstanding shares of the common stock of the Merging Corporation shall be canceled without any consideration being issued or paid therefore, without any further action on the part of the holder thereof. The outstanding shares of the common stock of the Surviving Corporation, and the certificates representing such shares, shall be unaffected by the merger.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized or incorporated are as follows: None

SIXTH: Other provisions, if any, relating to the merger are as follows: None