

Document Number Only

F930000000278

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002723665-7
-12/28/98-01083-025
*****70.00 *****70.00

Health Providers, Inc.

merging into:

CompHealth Medical Staffing, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
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☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☒ Merger
☐ Mark
☐ Other UCC-1 /
☐ Change of R.A.
☐ Fictitious Name
☐ CUS
☐ After 4:30
☒ Pick Up

98 DEC 28 PM 2:31
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

Name
Availability
Document Examiner
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W.P. Verifier

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THANKS

CONNIE

12/28

merger

SP

12/21/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

HEALTH PROVIDERS, INC., a FL corp., P94000048620

into

COMPHEALTH MEDICAL STAFFING, INC., a Delaware corporation
F93000000278

File date: December 28, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 29, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: COMPHEALTH MEDICAL STAFFING, INC.
Ref. Number: F93000000278

We have received your document for COMPHEALTH MEDICAL STAFFING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 298A00060728

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DIVISION OF CORPORATIONS

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Please backdate
to 12/28

DOMESTIC CORPORATION AND FOREIGN CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 28 PM 2:31

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the 1989 Business Corporation Act of the State of Florida (the "Act") hereby execute the following Articles of Merger:

FIRST: The name of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Health Providers, Inc.	Florida
CompHealth Medical Staffing, Inc.	Delaware

SECOND: The laws of the State which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The name of the surviving corporation is CompHealth Medical Staffing, Inc. (the "Surviving Corporation") and it is to be governed by the State of Delaware. The Surviving Corporation complies with Section 607.1105 of the Act and Health Providers, Inc. (the "Merged Corporation") complies with Section 607.1104 of the Act.

FOURTH: The Plan of Merger, set forth in Exhibit A attached hereto and incorporated herein by reference as of the date hereof, was submitted to and approved by the respective Boards of Directors and Sole Stockholder or Sole Shareholder of the Surviving Corporation and the Merged Corporation, in the manner prescribed by their charters, the General Corporation Law of the State of Delaware and the Act.

FIFTH: The effective date of the certificate of merger shall be the 28th day of December, 1998.

SIXTH: The plan of merger was adopted by the Board of Directors of the Merged Corporation, on the 23rd day of December, 1998 and was adopted by the Board of Directors of the Surviving Corporation on the 23rd day of December, 1998.

Signed this 23rd day of December, 1998.

HEALTH PROVIDERS, INC.

By

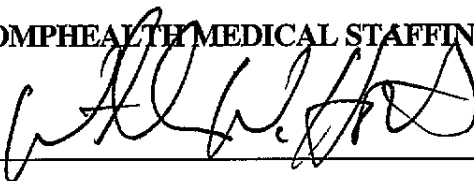


William W. Horton

Vice President

COMPHEALTH MEDICAL STAFFING, INC.

By



William W. Horton

Vice President

Exhibit A
PLAN OF MERGER

The terms and conditions of the following Plan of Merger were advised, authorized and approved by the respective Boards of Directors and Sole Stockholder or Sole Shareholder of the constituent corporations, in the manner prescribed by their charters or the Certificate/Articles of Incorporation, the General Corporation Law of the State of Delaware and the 1989 Business Corporation Act of the State of Florida:

1. CompHealth Medical Staffing, Inc., a Delaware corporation (the "Company"), shall merge into itself Health Providers, Inc., a Florida corporation (the "Merged Corporation"), and assume all of the Merged Corporation's liabilities and obligations, with the Company being the surviving corporation.

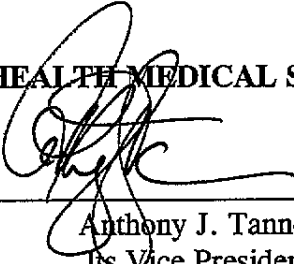
2. Upon the effectiveness of such merger, (a) the separate corporate existence of the Merged Corporation shall cease, (b) all outstanding shares of capital stock of the Merged Corporation shall be canceled and no shares of capital stock of the Company shall be issued as a result of the merger, (c) all corporate acts, liabilities and obligations of the Merged Corporation shall become the acts, liabilities and obligations of the Company, and (d) the merger shall have all effects specified in applicable provisions of the General Corporation Law of the State of Delaware and the 1989 Business Corporation Act of the State of Florida.

3. No amendments to the Certificate of Incorporation of the Company shall occur as a result of such merger.

4. The Chairman of the Board, President and Chief Executive Officer of the Company, any Executive Vice President, Senior Vice President or Group Vice President of the Company, and the Secretary or any Assistant Secretary of the Company, are hereby authorized and directed to make, execute and acknowledge a Certificate of Ownership and Merger/Articles of Merger and to file the same in the office of the Secretary of State of the State of Delaware and such other public offices as may be necessary or advisable to effect such merger.

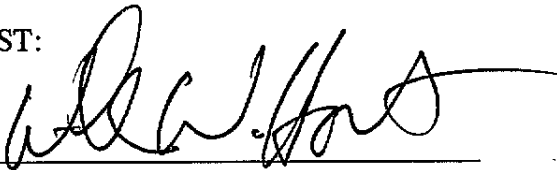
IN WITNESS WHEREOF, the undersigned have hereunto caused this Plan of Merger to be executed by their respective duly authorized corporate officers, who have been so authorized by resolutions of their respective Boards of Directors and the Sole Stockholder or Sole Shareholder, as of the 25th day of December, 1998, heretofore executed under penalty of perjury.

COMPHEALTH MEDICAL STAFFING, INC.

By  (SEAL)

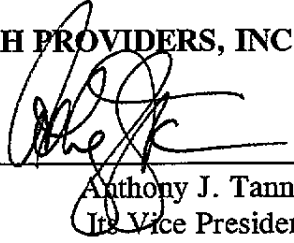
Anthony J. Tanner
Its Vice President

ATTEST:



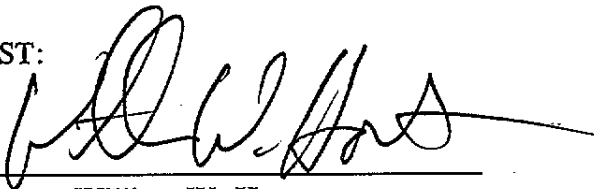
William W. Horton
Assistant Secretary

HEALTH PROVIDERS, INC.

By  (SEAL)

Anthony J. Tanner
Its Vice President

ATTEST:



William W. Horton
Assistant Secretary