



THE UNITED STATES  
CORPORATION  
COMPANY

F98000001748

ACCOUNT NO. : 072100000032

REFERENCE : 977468 4300090

AUTHORIZATION

COST LIMIT : \$ 122.50

*Patricia Pizant*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 SEP 29 PM 3:31

FILED

ORDER DATE : September 29, 1998

ORDER TIME : 11:49 AM

ORDER NO. : 977468-010

CUSTOMER NO: 4300090

CUSTOMER: Susan A. Palius, Legal Asst.  
Baer, Marks & Upham  
805 Third Avenue, 19th Floor

New York, NY 10022

000002651580--9

ARTICLES OF MERGER

EFFECTIVE DATE  
10-1-98

NATIONAL EXPLORERS AND  
TRAVELERS HEALTHCARE INC.

INTO

PREFERRED HEALTHCARE STAFFING,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*See 10/1*

DEPARTMENT OF STATE  
DIVISION OF CORPORATE FILING  
TALLAHASSEE, FLORIDA

98 SEP 29 PM 1:12

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 30, 1998

CSC  
JEANINE REYNOLDS  
TALLAHASSEE, FL

SUBJECT: PREFERRED HEALTHCARE STAFFING, INC.  
Ref. Number: F98000001748

We have received your document for PREFERRED HEALTHCARE STAFFING, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Our records show the name of the merged corporation to be NATIONAL EXPLORERS AND TRAVELERS HEALTH CARE, INC.. Please correct the name accordingly.

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: 998A00048944

**RESUBMIT**  
Please give original  
submission date as file date

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NATIONAL EXPLORERS AND TRAVELERS HEALTH CARE, INC., a Florida  
corporation, P95000080203

into

**PREFERRED HEALTHCARE STAFFING, INC.**, a Delaware corporation  
F98000001748

File date: September 29, 1998 , effective October 1, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 122.50

**ARTICLES OF MERGER**

**OF**

**NATIONAL EXPLORERS AND TRAVELERS HEALTH CARE, INC.**

**AND**

**PREFERRED HEALTHCARE STAFFING, INC.**

**Pursuant to Sections 607.1104 and 607.1107 of the  
Florida Business Corporation Act**

To the Department of State  
State of Florida

**FILED**  
98 SEP 29 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
10-1-98

Pursuant to the provisions of the Business Corporation Act of the State of Florida (the "Act"), National Explorers and Travelers Health Care, Inc. ("NET Healthcare"), a domestic, wholly-owned subsidiary business corporation and Preferred Healthcare Staffing, Inc. ("Preferred"), a foreign parent business corporation, do hereby adopt the following articles of merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging NET Healthcare, a corporation organized and existing under the Act with and into Preferred, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL") (the "Merger") as approved by the unanimous written consent of the Board of Directors of Net Healthcare on September 28, 1998 and by unanimous written consent of the Board of Directors of Preferred on September 28, 1998.

2. The Merger is permitted by the DGCL and has been authorized in compliance therewith. The date of adoption of the Plan of Merger by the Board of Directors of Preferred was September 28, 1998.

3. Shareholder approval was not required for the Merger.

4. The merger shall be effective at 12:01 am on October 1, 1998.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed on this 28<sup>th</sup> day of September, 1998.

NATIONAL EXPLORERS AND TRAVELERS  
HEALTH CARE, INC.

By: Peter E. Kilissanly  
Peter Kilissanly  
President and Chief Executive Officer

PREFERRED HEALTHCARE STAFFING, INC.

By: Peter E. Kilissanly  
Peter Kilissanly  
President and Chief Executive Officer

## PLAN OF MERGER

WHEREAS, each of the respective Boards of Directors of National Explorers and Travelers Health Care, Inc., a Florida corporation ("NET Healthcare"), and Preferred Healthcare Staffing, Inc., a Delaware corporation ("Preferred"), have approved the merger (the "Merger") of NET Healthcare with and into Preferred on the terms and conditions contained herein and in accordance with the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act (the "Act"); and

WHEREAS, Preferred as the sole stockholder of NET Healthcare has approved the Merger and the transactions contemplated hereby by written consent;

NOW, THEREFORE, in consideration of the foregoing, the parties hereto agree as follows:

1. Preferred, a business corporation organized and existing under the DGCL and the parent corporation and the owner of all of the outstanding shares of NET Healthcare, a business corporation organized and existing under the Act and the subsidiary corporation, hereby merges NET Healthcare into Preferred pursuant to the provisions of Sections 607.1104 and 607.1107 of the Act and pursuant to the provisions of Section 253 of the DGCL.

2. The separate existence of NET Healthcare shall cease at 12:01 am on October 1, 1998 (the "Effective Time"); and Preferred shall continue its existence as the surviving corporation (the "Surviving Corporation") pursuant to the provisions of the DGCL.

3. The issued shares of NET Healthcare shall not be converted in any manner, but each said share which is issued immediately prior to the Effective Time shall be surrendered and extinguished.

4. From and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors and officers of Preferred at the Effective Time shall be the directors of the Surviving Corporation.

5. From and after the Effective Time, the name of the Surviving Corporation shall be Preferred Healthcare Staffing, Inc.

6. From and after the Effective Time, the Bylaws and Certificate of Incorporation of Preferred shall be the Bylaws and Certificate of Incorporation of the Surviving Corporation.

7. The Board of Directors and the proper officers of Preferred 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 or proper to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the undersigned corporation has caused this Plan of Merger to be executed by its duly authorized officer this 28 th day of September, 1998.

PREFERRED HEALTHCARE STAFFING, INC.

By: Peter E. Kilissanly  
Peter E. Kilissanly  
President and Chief Executive Officer

NATIONAL EXPLORERS AND TRAVELERS  
HEALTH CARE, INC.

By: Peter E. Kilissanly  
Peter E. Kilissanly  
President and Chief Executive Officer