F98000002892

ARTICLES OF MERGER Merger Sheet

MERGING:

HOLTER MANAGEMENT COMPANY, a Minnesota corporation, F98000003316

INTER HEALTHCARE OF EASTERN VIRGINIA, INC., a Oklahoma corporation, F98000002893

INTERIM HEALTHCARE OF RICHMOND, INC., a Virginia corporation, F98000002892

INTERIM HEALTHCARE OF METRO DC, INC., a Virginia corporation, F98000002940

INTO

600003084536--0

INTERIM HEALTHCARE INC., a Florida corporation, 296213.

File date: December 18, 1998, effective December 25, 1998

Corporate Specialist: Teresa Brown