

H00885



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 264260 7146642

AUTHORIZATION :

COST LIMIT : \$ 78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN -7 PM 3:25

FILED

ORDER DATE : June 4, 1999

ORDER TIME : 10:53 AM

ORDER NO. : 264260-005

700002896637--5

CUSTOMER NO: 7146642

CUSTOMER: Mr. Peter A. Savarese  
Michael Harris, P.A.  
Suite 550  
1645 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401

ARTICLES OF MERGER

BIO CLINIC MANAGEMENT COMPANY

INTO

SFBC INTERNATIONAL INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN -7 PM 3:25

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: \_\_\_\_\_

DEPARTMENT OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

99 JUN -7 PM 12:08

RECEIVED

merger

COULLETTE JUN 09 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BIO CLINIC MANAGEMENT COMPANY, a Florida corporation, H00885

INTO

**SFBC INTERNATIONAL, INC.**, a Delaware corporation not qualified in Florida

File date: June 7, 1999, effective June 7, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 7, 1999

CSC

TALLAHASSEE, FL

SUBJECT: BIO CLINIC MANAGEMENT COMPANY  
Ref. Number: H00885

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for BIO CLINIC MANAGEMENT COMPANY and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 099A00030719

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99 JUN -9 AM 9:58

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF  
BIO CLINIC MANAGEMENT COMPANY**

These Articles of Merger entered into this 2<sup>nd</sup> day of June, 1999, by and between SFBC International, Inc., a Delaware corporation, ("SFBC" or "Surviving Corporation"), and Bio Clinic Management Company, a Florida corporation, (the "Target").

WHEREAS the Surviving Corporation has authorized capital stock consisting of (i) 20,000,000 shares of common stock, par value \$0.001 per share, and (ii) 5,000,000 of preferred stock, par value \$0.10 per share, of which no shares are issued and none are outstanding;

WHEREAS the Target has authorized capital stock consisting of 1,000 shares of common stock, par value \$.10 per share, of which 770 shares have been duly issued and are now outstanding;

WHEREAS the Board of Directors of the Surviving Corporation and the Target, deem it advisable and generally to the advantage and welfare of the two corporate parties and the Target's shareholder that the Target merge with the Surviving Corporation under and pursuant to the provisions of Florida Business Corporation Act and the Delaware General Corporation Law;

WHEREAS, the sole shareholder of the Target and the directors of the Target and the Surviving Corporation have approved the terms and conditions of the merger; and

WHEREAS, no stockholder vote is required under the Delaware General Corporation Law.

NOW, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Approval. On June 2, 1999, the directors and sole shareholder of the Target and the directors of the Surviving Corporation unanimously adopted and approved these Articles of Merger by written consents to Action.

2. Merger. The Target shall be and hereby is merged into the Surviving Corporation.

3. Effective Date. These Articles of Merger shall become effective immediately upon filing with the Florida Secretary of State (the "Effective Date").

4. Surviving Corporation. SFBC shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware, but the separate corporate existence of the Target shall cease forthwith upon the Effective Date.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5. Authorized Capital. The authorized capital stock of SFBC following the Effective Date shall be 25,000,000 shares consisting of (i) 20,000,000 shares of common stock, par value \$0.001 per share, and (ii) 5,000,000 of preferred stock, par value \$0.10 per share, unless and until the same shall be changed in accordance with the laws of the State of Delaware.

6. Certificate of Incorporation. The Certificate of Incorporation of SFBC following the Effective Date shall continue as the Certificate of Incorporation of the Surviving Corporation unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. Bylaws. The Bylaws of SFBC following the Effective Date shall continue as the Bylaws of the Surviving Corporation unless and until the same shall be amended or repealed in accordance with the provisions thereof.

8. Conversion of Outstanding Stock.

(a) Forthwith upon the Effective Date, the 770 issued and outstanding shares of the Target's common stock and all rights in respect thereof shall be converted into 700,000 fully paid and non-assessable shares of common stock of SFBC.

(b) Upon tender of the certificates evidencing ownership of 770 shares of the outstanding common stock of the Target, the Surviving Corporation shall deliver 700,000 fully paid and non-assessable shares of common stock of the Surviving Corporation to the shareholder of the Target.

9. Directors. The directors of the SFBC following the Effective Date, who shall hold office from the Effective Date until their successors shall be elected and shall qualify, remain those initially appointed by the SFBC Certificate of Incorporation.

10. Officers. The names of the first officers of SFBC following the Effective Date, who shall be three in number and who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

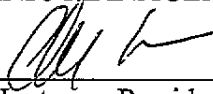
<u>Name</u>	<u>Position</u>
Arnold Hantman	Chief Executive Officer and Treasurer
Lisa Krinsky, M.D.	President and Secretary
Dr. Gregory Holmes	Executive Vice President of Clinical Operations


11. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of SFBC as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of SFBC.

12. Amendment. These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

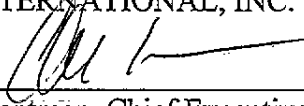
IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

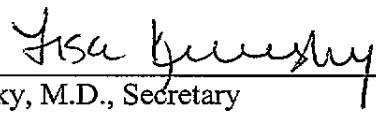
BIO CLINIC MANAGEMENT COMPANY

  
\_\_\_\_\_  
Arnold Hantman, President

  
\_\_\_\_\_  
Arnold Hantman, Secretary

SFBC INTERNATIONAL, INC.

  
\_\_\_\_\_  
Arnold Hantman, Chief Executive Officer

  
\_\_\_\_\_  
Lisa Krinsky, M.D., Secretary

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made as of this 2<sup>nd</sup> day of June, 1999, by and between Bio Clinic Management Company (the "Target"), a Florida corporation, and SFBC International, Inc. (the "Surviving Corporation"), a Delaware corporation (collectively the "Parties").

WHEREAS, the respective board of directors of the Parties deem it advisable and the directors of the Target recommend to its sole shareholder that the Target be merged with and into the Surviving Corporation under the laws of Delaware and Florida in the manner provided therefor pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL") and Section 607.1107 of the Florida Business Corporation Act;

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein contained, the Parties have agreed, and do hereby agree, that the Target shall merge into the Surviving Corporation upon the terms and conditions below stated.

1. Adoption of Agreement. The directors and sole shareholder of the Target by unanimous written consent on June 2, 1999 approved this Agreement. The directors of the Surviving Corporation have adopted and approved this Agreement by unanimous written consent on June 2, 1999.

2. Agreement to Merge. The Parties hereby agree that the Target shall be merged with and into the Surviving Corporation and the Target's existence shall cease on the Effective Date, as defined below.

3. Effective Date. The merger of the undersigned corporations shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Date").

4. Agreement. The executed Agreement is on file at the principal place of business of the Surviving Corporation located at 11190 Biscayne Blvd., N. Miami, FL 33181.

5. Manner and Basis for Conversion of Shares. The manner and basis of converting the shares of common stock of the Target into shares of the Surviving Corporation shall be as follows:

(a) Seven-Hundred Seventy shares of the Target's common stock held by Mr. Arnold Hantman, the Target's sole shareholder, constituting all of the shares outstanding on the Effective Date, shall be converted into 700,000 shares of common stock of the Surviving Corporation;

(b) Upon tender of the certificates evidencing ownership of 770 shares of the outstanding common stock of the Target, the Surviving Corporation shall deliver 700,000 shares of fully paid and non-assessable common stock of the Surviving Corporation to Mr. Hantman.

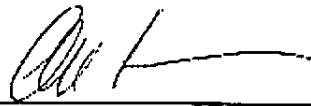
9. Certification of Board Approval. The undersigned secretary of the Target hereby certifies that the board of directors of the Target adopted the Agreement by unanimous written consent as of June 2, 1999. The undersigned secretary of the Surviving Corporation hereby certifies that the board of directors of the Surviving Corporation adopted and approved the Agreement by unanimous written consent as of June 2, 1999 pursuant to Section 251(f) of the DGCL, and that no shares of stock of the Surviving Corporation were outstanding prior to the adoption of the Agreement.

10. Shareholder Approval. The undersigned secretary of the Target hereby certifies that the sole shareholder approved the Agreement on June 2, 1999.


WE, THE UNDERSIGNED, HEREBY ACKNOWLEDGE that we have read the foregoing Agreement and Plan of Merger and affirm and acknowledge under penalty of perjury that the instrument is the act and deed of the corporation, and that all facts contained herein are true and correct.

BIO CLINIC MANAGEMENT COMPANY, a Florida corporation

  
By: Arnold Hantman, President

  
By: Arnold Hantman, Secretary

SFBC INTERNATIONAL, INC., a Delaware corporation

  
By: Arnold Hantman, Chief Executive Officer

  
By: Lisa Krinsky, M.D., Secretary