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PHONE: (850) 216-0457; FAX: (850) 216-0460

DATE: 08-10-07

NAME: NATIONAL HEALTHCARE STAFFING

TYPE OF FILING: MERGER

COST: \$50 + \$30= \$80

RETURN: CERTIFIED COPY

ACCOUNT: FCA0000000015

AUTHORIZATION: ABBIE/PAUL/HODGE



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CERTIFICATE OF MERGER

OF

NHS MERGER, LLC

WITH AND INTO

NATIONAL HEALTHCARE STAFFING, LLC

Pursuant to the provisions of Sections 608.4382 and 608.4383 of the Florida Limited Liability Company Act, the undersigned hereby certify that:

1. NHS Merger, LLC, a Florida limited liability company (the "Constituent Company") shall be merged with and into National Healthcare Staffing, LLC, a Florida limited liability company (the "Surviving Company"), which shall be the surviving company (such merger, the "Merger").

2. The Agreement and Plan of Merger, dated as of August 9, 2007, pursuant to which the Merger was approved and a copy of which is attached hereto as Exhibit A, was executed and adopted by the Constituent Company and the Surviving Company in accordance with the applicable provisions of the Florida Limited Liability Company Act.

3. The Merger shall become effective upon the filing of these Articles of Merger (the "Effective Date").

[SIGNATURES ON NEXT PAGE]

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IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of the Constituent Company and the Surviving Company by their respective authorized officers and an authorized person on behalf of the limited liability company as of the day and year first above written.

NHS MERGER, LLC

By: /s/ Martin Chavez
Name: Martin Chavez
Title: President

NATIONAL HEALTHCARE STAFFING, LLC

By: /s/ Martin Chavez
Name: Martin Chavez
Title: Manager

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER
OF
NHS MERGER, LLC, a Florida limited liability company
AND
NATIONAL HEALTHCARE STAFFING, LLC, a Florida limited liability company

This Agreement and Plan of Merger (this "Plan of Merger") dated as of August 9, 2007 is made by and among NHS Merger, LLC, a Florida limited liability company (the "Constituent Company"), NF Investors, Inc., a Delaware corporation and the sole member of the Constituent Company ("Investors"), and National Healthcare Staffing, LLC, a Florida limited liability company (the "Company" or the "Surviving Company").

AGREEMENT

1. On the Effective Date (as defined in paragraph 6), in accordance with the provisions and terms of this Plan of Merger and the provisions of the Florida Limited Liability Company Act, the Constituent Company shall be merged with and into the Company, which shall be the surviving entity (the "Merger") and the separate existence of the Constituent Company shall cease. The Company shall continue unaffected and unimpaired by the Merger and shall possess and retain every interest of the Constituent Company in all assets and properties of every description and wherever located. The rights, privileges, immunities, powers, franchises, and authority, public as well as private, of the Constituent Company shall be vested in the Surviving Company without further act. All obligations due to the Constituent Company shall be vested in the Surviving Company without further act. The Surviving Company shall be liable for all of the obligations of the Constituent Company existing as of the Effective Date.

2. The Articles of Organization of the Company as in effect on the Effective Date shall remain in effect and be the Articles of Organization of the Surviving Company, which may be amended from time to time after the Effective Date as provided by law.

3. The Operating Agreement of the Constituent Company as in effect on the Effective Date shall remain in effect and be the operating agreement of the Surviving Company, which may be amended from time to time after the Effective Date as provided by law and such operating agreement.

4. On the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof: (a) all of the membership interests of the Company shall be converted into the right to receive equity in Investors as follows: (i) each Class A Unit of the Company is converted into 0.0005668 shares of Series A Preferred Stock of Investors, (ii) each Class B Unit of the Company is converted into 0.0004509 shares of Series A Preferred Stock of Investors and (iii) each Class C Unit of the Company is converted into 0.0002138 shares of Series A Preferred Stock of Investors and (b) all of the membership interests in the Constituent Company shall be converted into 100% of the membership interest of the Surviving Company (the "Merger Consideration").

5. The Merger shall become effective on the day that the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

6. The proper officers of the Constituent Company and the Surviving Company, respectively, are duly authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instructions, papers, and documents, that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

IN WITNESS WHEREOF, the Constituent Company, the Company and Investors have caused this Plan of Merger to be signed by their respective authorized officers.

NHS MERGER, LLC, a Florida limited liability company

By: /s/ Martin Chavez
Name: Martin Chavez
Title: President

NATIONAL HEALTHCARE STAFFING, LLC, a Florida limited liability company

By: /s/ Martin Chavez
Name: Martin Chavez
Title: Manager

NF INVESTORS, INC., a Delaware corporation

By: /s/ Martin Chavez
Name: Martin Chavez
Title: President