

L020000018244

Florida Department of State
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MERGER OR SHARE EXCHANGE

National Healthcare Staffing, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
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EXAMINER

CERTIFICATE OF MERGER

OF

M&E AFFILIATES, INC. #F01000001839

WITH AND INTO

NATIONAL HEALTHCARE STAFFING, LLC #L02000018244

This Certificate of Merger is submitted to merge the following companies pursuant to the Florida Limited Liability Company Act, Section 608.4382, Florida Statutes:

1. M&E AFFILIATES, INC., a Georgia corporation (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 December 28, 2007, a copy of which is attached hereto as Exhibit A, was executed and adopted by the Surviving Company in accordance with Sections 608.4231 and 608.438 of the Florida Limited Liability Company Act and by the Constituent Company in accordance with Sections 14-2-821 and 14-2-1109 of the Georgia Business Corporation Code.

3. The Merger shall become effective on December 28, 2007.

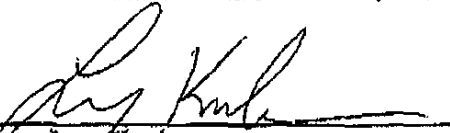
[SIGNATURES ON NEXT PAGE]

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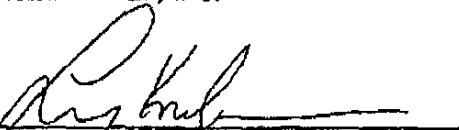
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IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of the Constituent Company and the Surviving Company by their respective authorized officers as of the day and year first written above.

NATIONAL HEALTHCARE STAFFING, LLC

By: 
Name: Larry Kraska
Title: President

M&E AFFILIATES, INC.

By: 
Name: Larry Kraska
Title: President

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Exhibit A

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER
OF
NATIONAL HEALTHCARE STAFFING, LLC
AND
M&E AFFILIATES, INC.

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This Agreement and Plan of Merger (this "Plan of Merger") dated as of December 28, 2007 is made by and between NATIONAL HEALTHCARE STAFFING, LLC, a Florida limited liability company (the "Company" or the "Surviving Company") and M&E AFFILIATES, INC., a Georgia corporation (the "Constituent Company").

AGREEMENT

1. On the Effective Date (as defined in paragraph 6), in accordance with the provisions of this Plan of Merger and the provisions of the Florida Limited Liability Company Act and the Georgia Business Corporation Code, the Constituent Company shall be merged with and into the Company, which shall be the surviving entity and the separate existence of the Constituent Company shall cease (the "Merger"). 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 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. From and after the Effective Date, the Managers of the Company immediately prior to the Effective Date shall be the Managers of the Surviving Company.

5. As a result of the Merger (i) each share of common stock of the Constituent Company issued and outstanding immediately prior to the Effective Time shall be cancelled and (ii) all of the membership interests of the Company outstanding immediately prior to the Merger shall remain outstanding and shall constitute the only membership interests of the Surviving Company outstanding immediately after the Effective Time.

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6. The Merger shall become effective on December 28, 2007 (the "Effective Date").

7. 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.

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DEC. 17. 2007 2:12PM

NO. 925 P. 3/7

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

NATIONAL HEALTHCARE STAFFING, LLC, a
Florida limited liability company

By: 

Name: Larry Kraska

Title: President

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DEC. 17. 2007 2:12PM

NO. 925 P. 4/7

M&E AFFILIATES, INC., a Georgia corporation

By: 

Name: Larry Kraska
Title: President

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