

PROCARE AMERICA, INC.

P01000056390

November 26, 2001

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Notice of Merger

600004696716--6
-11/28/01--01040--004
*****70.00 *****70.00

Please find enclosed the following items in connection with a merger of Procare America, Inc., a Nevada corporation, with OnQ USA, Inc., a Florida corporation:

1. Notice of Merger – two copies
2. Merger Agreement – two copies
3. A copy of the notice to be sent to shareholders – for reference purposes
4. A cashier's check in the amount of \$70 for filing of the merger
5. A check in the amount of \$8.75 for the certified copy of the merger
6. A self-addressed return FedEx envelope

600004696716--6
-11/28/01--01040--005
*****8.75 *****8.75

Please file the Merger with the State of Florida at your earliest convenience. Please certify the enclosed copy of the Merger/Merger Agreement and return in the FedEx envelope provided.

Please contact me if you require any additional information.

Very truly yours,

Jay Ellis
Procare America, Inc.

Merger
12-18-01
JKS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 4, 2001

PROCARE AMERICA, INC.
ATTN: JAY ELLIS
2130 HAWKSRIDGE DRIVE, #1602
NAPLES, FL 34105

SUBJECT: ONQ USA, INC.
Ref. Number: P01000056390

We have received your document for ONQ USA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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) 245-6957.

Doug Spitler
Document Specialist

Letter Number: 101A00064010

ARTICLES OF MERGER
Merger Sheet

MERGING:

ONQ USA, INC., a Florida corporation, P01000056390

INTO

PROCARE AMERICA, INC.. a Nevada entity not qualified in Florida

File date: December 14, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Procare America, Inc.

Nevada

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

OnQ USA, Inc.

Florida

FILED
01 DEC 14 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on October 18, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on October 18, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Procare America, Inc.

X. Bernard A. McLean, Bernard A. McLean, President

OnQ USA, Inc.

X William D. Dixon ^{President} William Dixon, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation are:

Name

Jurisdiction

Procure America, Inc.

Nevada

The name and jurisdiction of each subsidiary corporation are:

Name

Jurisdiction

OnQ USA, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Procure America, Inc. will issue 19,500,000 shares of its restricted Common Stock, and will acquire all 9,792,000 shares outstanding in OnQ USA, Inc.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Procare America, Inc., the parent company, is the surviving corporation in this merger.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A