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MERGER OR SHARE EXCHANGE

ALLIANCE CARE, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 23, 2004

ALLIANCE CARE, INC.
3998 FAU BOULEVARD
SUITE 110
BOCA RATON, FL 33431

SUBJECT: ALLIANCE CARE, INC.
REF: P02000048178

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H04000251915
Letter Number: 604A00071267

[Handwritten signature]
Teresa Brown

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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Alliance Care, Inc.	Florida	P02000048178

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Alliance Care Acquisition, Inc.	Florida	P04000161431

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 December 20, 2004.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 December 21, 2004.

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

(Attach additional sheets if necessary)

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Screenath: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Alliance Care, Inc.

Alliance Care Acquisition,
Inc.

Sally Henkel, President

Greg Ballamy, President and Chief Executive

Officer

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdiction

Alliance Care, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

NameJurisdiction

Alliance Care Acquisition, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

Alliance Care Acquisition, Inc. ("Merger Sub") will merge with and into Alliance Care, Inc. ("Alliance") such that all properties, rights and privileges of Merger Sub will vest in Alliance, and all debts and liabilities of Merger Sub will become debts and liabilities of Alliance. The articles of incorporation and bylaws of Alliance will be amended and restated at closing to conform exactly to the articles of incorporation and bylaws of Merger Sub (except for the name of the surviving entity, which will remain Alliance Care, Inc.). The officers and directors of Merger Sub will be the initial officers and directors of the surviving entity and shall hold office until their respective successors are duly elected and qualified. The complete terms and conditions are as set forth in that certain Merger Agreement by and among Merger Sub, Alliance and other parties dated December 22, 2004, and provided to each stockholder of Alliance in connection with approval of the merger.

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

See Attachment A.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Amended and restated articles of Alliance Care, Inc., the surviving corporation, are attached hereto as Attachment B.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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Attachment A

Each share of Alliance Care, Inc. stock outstanding at closing will be converted into the right to receive \$0.52940, subject to the terms and conditions of the Merger Agreement. Each share of Alliance Care Acquisition Inc. stock outstanding at closing will be converted into one share of Common Stock of Alliance Care, Inc., subject to the terms and conditions of the Merger Agreement.

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Attachment B

Restated Articles of Incorporation of Alliance Care, Inc.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ALLIANCE CARE, INC.

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Florida profit corporation adopts the following Amended and Restated Articles of Incorporation:

Article I

The name of the Corporation shall be Alliance Care, Inc.

Article II

The principal place of business/mailling address is 2500 Quantum Lakes Drive, Suite 108, Boynton Beach, FL 33426.

Article III

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the general corporation law of the State of Florida.

Article IV

The number of shares of stock is 100,000,000 shares of common stock, par value \$.001 per share.

Article V

The name and address of the Director of the Corporation is Greg Bellomy, 2500 Quantum Lakes Drive, Suite 108, Boynton Beach, FL 33426.

Article VI

The name and Florida street address of the registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

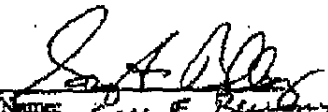
The date of this amendment's adoption is December 22, 2004.

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.


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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment
on the 22nd day of December 2004.


Name: Greg F. Bentley
Title: PRESIDENT/CEO

Corporation Service Company, the business entity designated
in this document as registered agent for ALLIANCE CARE, INC.,
does hereby accept the duties and responsibilities as registered
agent for said corporation.


Its' Agent, Deborah D. Skipper:

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