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Snider, Carolyn S.

Foley & Lardner LLP

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MERGER OR SHARE EXCHANGE

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Triage Management Services, Inc.,
a Florida corporation

Director _____
 Inc. U. S. Steel James W.

James W. Southerland, Jr., CEO

Triage Management Services, Inc.
a Delaware corporation

James W. S.

~~James W. Southerland, Jr., CEO~~

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PLAN OF MERGER

This Plan of Merger (the "Plan") dated as of October 4, 2007 provides for the merger (the "Merger") of the parent corporation, Triage Management Services, Inc., a Florida corporation (the "Merging Corporation"), with and into its subsidiary corporation, Triage Management Services, Inc., a Delaware corporation (the "Surviving Corporation"), as follows:

1. **Merger.** The Merging Corporation shall be merged with and into the Surviving Corporation in accordance with Section 253 of the General Corporation Law of the State of Delaware and Section 607.1104 of the Florida Business Corporation Act, whereupon the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall be the surviving entity. The Merger shall have the effects set forth in Section 253 of the General Corporation Law of the State of Delaware and Section 607.1101 of the Florida Business Corporation Act. Accordingly, from and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises and be subject to all of the restrictions, disabilities, liabilities and duties of the Merging Corporation.

2. **Effective Time.** The Merger shall become effective at the close of business on the date on which Articles of Merger are accepted for filing by the Florida Secretary of State (the "Effective Time").

3. **Surviving Corporation.** The Surviving Corporation, Triage Management Services, Inc. a Delaware corporation, is to be the surviving entity and the name and business address of the Surviving Corporation are: Triage Management Services, Inc., 1300 Riverplace Boulevard, Suite 401, Jacksonville, Florida 32207.

4. **Stock.** Prior to the Merger, 100% of the outstanding shares of Common Stock of the Surviving Corporation, are owned by the Merging Corporation. At the Effective Time of the Merger, (i) each share of issued and outstanding Common Stock of the Surviving Corporation shall be retired, canceled and extinguished; and (ii) each share of issued and outstanding Common Stock of the Merging Corporation will be converted into an equal number of shares of Common Stock of the Surviving Corporation, all of which shares shall be deemed validly issued, fully paid and nonassessable.

5. **Certificate of Incorporation and Bylaws.** The Certificate of Incorporation and Bylaws of the Surviving Corporation shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation on and after the Effective Time.

6. **Effect of Merger.** At the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of each of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging

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Corporation shall be impaired by the Merger. If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

7. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Time by either the Merging Corporation or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Florida Secretary of State and the Certificate of Merger with the Delaware Secretary of State, by filing a Notice of Abandonment with such authorities.

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[SIGNATURES APPEAR ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have each executed this Plan, or has caused this Plan to be executed on its behalf by a representative duly authorized, all as of the day and year first above written.

MERGING CORPORATION

TRIAGE MANAGEMENT SERVICES, INC., a
Florida corporation

By: 

Name: James W. Southerland, Jr.

Title: Chief Executive Officer

SURVIVING CORPORATION

TRIAGE MANAGEMENT SERVICES, INC., a
Delaware corporation

By: 

Name: James W. Southerland, Jr.

Title: Chief Executive Officer