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N. Culligan JAN 25 2006



**James
F.
McCollum, P.L.**

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JAMES F. McCOLLUM
email:jimmccollum@earthlink.net

January 12, 2006

RENEE MILLER
SUPERVISING PARALEGAL
FOREST HARPER
PARALEGAL
TIM JONES
PARALEGAL

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

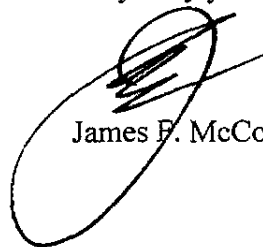
Re: Merger of PRN Medical Staffing, LLC with PRN USA, Inc.

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Merger of PRN USA, Inc. with an attached Plan of Merger for the above named corporations. I am enclosing my check in the amount of \$78.75 representing a \$35.00 for the merging corporation, \$35.00 for the surviving corporation, and \$8.75 certified copy fee. If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,



James F. McCollum

JFM/mg
enclosure(s)

ARTICLES OF MERGER OF PRN USA, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporations Act, the undersigned corporations adopt the following articles of merger for the purpose of PRN Medical Staffing, LLC.

1. **Names:** The names of the corporations which are parties to the within merger are PRN USA, Inc. and PRN Medical Staffing, LLC. PRN USA, Inc. is the surviving corporation.

2. **Approval:** On December 15, 2005 the following plan of merger was approved by the board of members of each of the undersigned corporations in the manner prescribed by the Florida Corporations Act.

LOS-93938

3. The members of PRN Medical Staffing, LLC shall become members of PRN USA, Inc. PO4-88860

4. As each of the undersigned corporations the total number of members, total number of member for and against the plan respectively are set as follows:

Name of Corporation	Total Members Voting	Total Number for	Total Number Against
PRN USA, Inc.	2	2	0
PRN Medical Staffing, LLC.	5	5	0

Dated December 15, 2005

PRN USA, Inc.

By: Herbert Hooks
Herbert Hooks, President

(Corporate Seal)

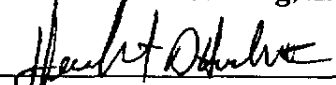
By: Mary Lou Hooks
Mary Lou Hooks, Secretary

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TALLAHASSEE, FLORIDA

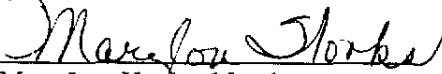
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PRN Medical Staffing, LLC.

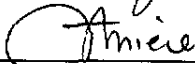
By:


Herbert Hooks, Member

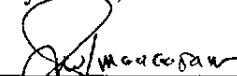
By:


Mary Lou Hooks, Member


By:


Judy Niere, Member

By:


Melvin Gagatam, Member

By:


Eunice Joy Pagunsan, Member

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SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
PRN USA, INC.
PRN MEDICAL STAFFING, LLC**

Plan of merger dated December 15, 2005 between PRN USA, Inc., referred to as the "surviving corporation", and PRN Medical Staffing, LLC, referred to as "absorbed corporation".

A. PRN USA, Inc.. is a corporation organized and existing under chapter 607 of the laws of the state of Florida with is principal office at 1725 Karen Blvd, Sebring, FL 33870.

B. PRN Medical Staffing, LLC is a Limited Liability Company organized and existing under chapter 608 of the laws of the state of Florida with its principal office at 1036 US 27 South, Avon Park, FL 33870.

C. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations that PRN Medical Staffing, LLC be merged into PRN USA, Inc. pursuant to the provisions of Sections 617.1101 et seq. of the Florida Business Corporations Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. **Merger.** PRN Medical Staffing, LLC. shall merge with and into PRN USA, Inc., which shall be the surviving corporation.

Section Two. **Terms and Conditions.**

Section Three. **Conversion of Membership.** The members of PRN Medical Staffing, LLC. on the date of conversion shall automatically become members of PRN USA, Inc. having the same rights and responsibilities as the members of PRN USA, Inc. including the responsibilities that they maintained as members of PRN Medical Staffing, LLC.

Section Four. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving incorporation PRN USA, Inc. shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. **Changes in Bylaws.** The bylaws of the surviving corporation PRN USA, Inc. shall continue to be its bylaws following the effective date of the merger:

- A. **Directors.** The number of directors is changed from two to five.
- B. **Voting.** All elections for Directors shall be decided by plurality vote; all other questions shall be decided by two-thirds vote.

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SECTION 607
TALLAHASSEE, FLORIDA

- C. **Notice of Meetings of the Board.** A two-thirds of the members present shall be required for approval of all board actions.

Section Six. Officers and Directors. The directors and officers of the surviving corporation PRN USA, Inc. on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business. Each shall take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Members. This plan of merger shall be submitted for the approval of the members of the constituent corporations in the manner provided by the applicable laws of Florida at meetings to be held on or before January 1, 2006, or at such other time as to which the boards of directors of the constituent corporation may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed with the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

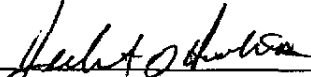
A. If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before January 1, 2006; or

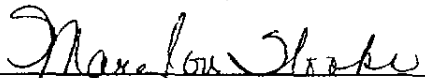
B. If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective board of directors on the date first above written.

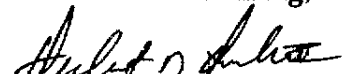
PRN USA, Inc.

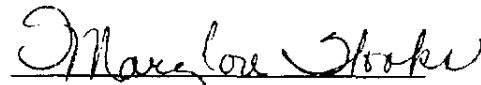
By: 
Herbert Hooks, Director

By: 
Mary Lou Hooks, Director

(Corporate Seal)

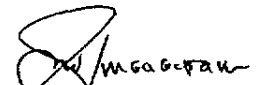
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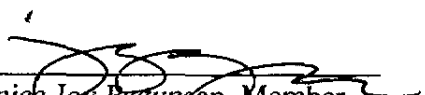
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