

Document Number Only

P96000000/64

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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-11/25/97-01034-005
****140.00 ****140.00

CORPORATION(S) NAME

Kids and Nurses of Ft. Myers, Inc;
Kids and Nurses of Jacksonville, Inc;
Kids and Nurses of Orlando, Inc.
merging into
Kids and Nurses, Inc

FILED
NOV 21 PM 2:01
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other ucc Filing |
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Merger
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DIVISION OF CORPORATION

P96000000164

ARTICLES OF MERGER
Merger Sheet

MERGING:

KIDS AND NURSES OF FT. MYERS, INC., a Florida corporation,
P95000078228
KIDS AND NURSES OF JACKSONVILLE, INC., a Florida corporation,
P96000065882
KIDS AND NURSES OF ORLANDO, INC., a Florida corporation, P96000000164

INTO

KIDS AND NURSES, INC., a Tennessee corporation not qualified in Florida.

File date: November 21, 1997

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER
OF
KIDS AND NURSES OF FT. MYERS, INC.,
KIDS AND NURSES OF JACKSONVILLE, INC.
AND
KIDS AND NURSES OF ORLANDO, INC.
INTO
KIDS AND NURSES, INC.**

To the Department of State
State of Florida

Pursuant to the provisions of each of the Florida Business Corporation Act and the Tennessee Business Corporation Act, the domestic wholly-owned subsidiary business corporations and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging each of KIDS AND NURSES OF FT. MYERS, INC., KIDS AND NURSES OF JACKSONVILLE, INC. and KIDS AND NURSES OF ORLANDO, INC. (collectively referred to hereinafter as the "Subsidiaries") with and into KIDS AND NURSES, INC. as approved by the respective sole Shareholder and Board of Directors of each of the Subsidiaries on October 30, 1997, and adopted by the Shareholders and Board of Directors of Kids and Nurses, Inc. on October 30, 1997.

2. The merger of each of the Subsidiaries with and into Kids and Nurses, Inc. is permitted by the laws of the jurisdiction of organization of Kids and Nurses, Inc. and has been authorized in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the Board of Directors of Kids and Nurses, Inc. was October 30, 1997.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 19 day of November, 1997.

KIDS AND NURSES, INC.

By: Phyllis T. Craighead
Title: President

Phyllis T. Craighead
(Name)
President
(Title)

KIDS AND NURSES OF FT. MYERS, INC.

By: Phyllis T. Craighead
Title: President

Phyllis T. Craighead
(Name)
President
(Title)

KIDS AND NURSES OF
JACKSONVILLE, INC.

By: Phyllis T. Craighead
Title: President

Phyllis T. Craighead
(Name)
President
(Title)

KIDS AND NURSES OF ORLANDO, INC.

By: Phyllis T. Craighead
Title: President

Phyllis T. Craighead
(Name)
President
(Title)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 31st day of October, 1997, pursuant to Sections 48-21-101 through 48-21-107 of the Tennessee Business Corporation Act and Section 607.1101 of the Florida Business Corporation Act, among KIDS AND NURSES OF FT. MYERS, INC., KIDS AND NURSES OF JACKSONVILLE, INC. and KIDS AND NURSES OF ORLANDO, INC., all Florida corporations (the "Merged Corporations"), and KIDS AND NURSES, INC., a Tennessee corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the respective Boards of Directors of the Merged Corporations and the Surviving Corporation deem it advisable to merge the Merged Corporations into the Surviving Corporation (the "Merger");

NOW THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said Merger and mode of carrying the same into effect as follows:

FIRST: The Surviving Corporation hereby merges into itself the Merged Corporations and said Merged Corporations shall be and hereby are merged into the Surviving Corporation, which shall be the surviving corporation.

SECOND: The charter of the Surviving Corporation, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the charter of the corporation surviving this Merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the Surviving Corporation shall be as follows:

(a) Upon the effective time of the Merger, each issued share of capital stock of each of the Merged Corporations at such effective time shall be surrendered and cancelled as of the effective time, and no shares of capital stock of the Surviving Corporation shall be issued in exchange for all of the issued and outstanding capital stock of each of the Merged Corporations.

(b) None of the shares of capital stock of the Surviving Corporation issued and outstanding at the effective time shall be converted as a result of the Merger, but all of such shares shall remain issued and outstanding shares of stock of the Surviving Corporation.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The bylaws of the Surviving Corporation as they shall exist on the effective date of this Merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(c) This Merger shall become effective upon filing of Articles of Merger with

respect to the Merger with the Secretary of State of each of Florida and Tennessee.

(d) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporations shall be transferred to, be vested in and devolve upon, the Surviving Corporation without further act or deed, and all property, rights and every other interest of the Surviving Corporation and the Merged Corporations shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporations respectively. The Merged Corporations hereby agree from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of any of the Merged Corporations acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the interest and purposes hereof, and the proper officers and directors of each of the Merged Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of each of the Merged Corporations or otherwise to take any and all such action.

FIFTH: The Surviving Corporation, being the sole shareholder of each of the Merged Corporations, hereby waives the statutory requirements that a copy or summary of this Agreement be mailed to each shareholder of each of the Merged Corporations.

SIXTH: This Agreement may be terminated and the Merger abandoned by mutual written consent of the Boards of Directors of the Merged and Surviving Corporations. In the event of such termination and abandonment, this Agreement shall become void and have no effect, without any liability on the part of any of the parties.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on this 31st day of October, 1997.

KIDS AND NURSES, INC.

By: Phyllis T. Craighead
Phyllis T. Craighead
President

KIDS AND NURSES OF FT. MYERS, INC.

By: Phyllis T. Craighead
Phyllis T. Craighead
President

KIDS AND NURSES OF JACKSONVILLE, INC.

By: Phyllis T. Craighead
Phyllis T. Craighead
President

KIDS AND NURSES OF ORLANDO, INC.

By: Phyllis T. Craighead
Phyllis T. Craighead
President