

S14703



ACCOUNT NO. : 072100000032

REFERENCE : 182115 4805411

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 78.75

ORDER DATE : March 24, 1999

ORDER TIME : 11:29 AM

ORDER NO. : 182115-005

CUSTOMER NO: 4805411

400002833474--2

CUSTOMER: Susan Clee, Esq
Reboul Macmurray Hewitt
45 Rockefeller Plaza
10th Floor
New York, NY 10111

Merger

ARTICLES OF MERGER

NHI ACQUISITION, INC.

INTO

NATIONS HEALTHCARE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

MDR

FILED
99 APR -8 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

99 APR -8 PM 12:12

ARTICLES OF MERGER
Merger Sheet

MERGING:

NHI ACQUISITION, INC., a Florida corporation P98000082537

,

INTO

NATIONS HEALTHCARE, INC., a Florida corporation, S14703

File date: April 8, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER
OF
NHI ACQUISITION, INC.,
a Florida business corporation,

AND

NATIONS HEALTHCARE, INC.,
a Florida business corporation

FILED
APR - 8 PM 12:12
SECTION 607.1103
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, NHI Acquisition, Inc., a Florida business corporation ("NHI Acquisition"), and Nations Healthcare, Inc., a Florida business corporation ("Nations"), do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit I and made a part hereof is a Plan of Merger for merging NHI Acquisition with and into Nations, as approved by the Board of Directors of NHI Acquisition on January 14, 1999 and the Board of Directors of Nations on January 13, 1999.

2. Pursuant to Section 607.1103 of the Florida Business Corporation Act, the shareholders of NHI Acquisition entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger on January 14, 1999 and the shareholders of Nations entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger on February 24, 1999.

EXHIBIT I

PLAN OF MERGER
OF
NHI ACQUISITION, INC.,
a Florida corporation
AND
NATIONS HEALTHCARE, INC.,
a Florida corporation

PLAN OF MERGER adopted by NHI ACQUISITION, INC., a Florida business corporation ("NHI Acquisition"), by resolution of its Board of Directors on January 14, 1999, and adopted on January 13, 1999 by NATIONS HEALTHCARE, INC., a Florida business corporation ("Nations"), by resolution of its Board of Directors. The corporations planning to merge are NHI Acquisition and Nations. The name of the surviving corporation shall be Nations Healthcare, Inc.

1. NHI Acquisition and Nations, shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Nations, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of NHI Acquisition, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of the surviving corporation as in effect immediately prior to the effective time and date of the merger and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The by-laws of the surviving corporation will be the by-laws of the surviving corporation as in effect immediately prior to the effective time and date of the merger and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation immediately prior to the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective directorships and offices until the election and qualification of their successors, or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. Each share of the surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger be retired.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

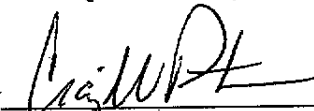
8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

3. The effective time and date of the merger herein provided for shall be on April 8, 1999.

Executed on April 8, 1999

NHI ACQUISITION, INC.

By

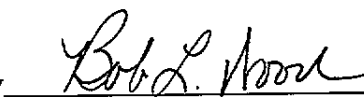


Name: Craig Porter

Title: President

NATIONS HEALTHCARE, INC.

By



Name: Bob L. Wood

Title: President