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HARPER KYNES GELLER BUFORD PA → 18502050380

NO.569

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Division of Corporations

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V39142

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MERGER OR SHARE EXCHANGE

NURSES CHOICE, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

HUMAN AND HEALTHCARE RESOURCES, INC., a Florida corporation,
document number J56796

INTO

NURSES CHOICE, INC., a Florida entity, V39142.

File date: January 14, 2003

Corporate Specialist: Karen Gibson

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Department of State
Department of State 1/14/2003 12:34 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 14, 2003

NURSES CHOICE, INC.
1005 VICTORIA DRIVE
DUNEDIN, FL 34698US

SUBJECT: NURSES CHOICE, INC.
REF: V39142

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.

SINCE THE STATUTE NUMBERS IN THE MERGER REFLECT THAT OF DOMESTIC CORPORATIONS, I ASSUME THAT BOTH CORPORATIONS ARE FLORIDA CORPORATIONS. THE STATE OF EACH CORPORATION SHOULD BE REFLECTED IN THE MERGER DOCUMENT.

THE NAME OF THE MERGING CORPORATION IS STATED DIFFERENTLY IN ARTICLE II #1. PLEASE MAKE THE NAME THE SAME THROUGHOUT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson
Document Specialist

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**ARTICLES OF MERGER
OF
NURSES CHOICE, INC. AND HUMAN AND HEALTHCARE RESOURCES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 607.1105, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into one corporation:

ARTICLE I - ADOPTION

A Plan of Merger was adopted by the Board of Directors and approved by the Shareholders of each of the undersigned corporations as follows:

<u>Name of Corporation</u>	<u>Date of Approval</u>
Nurses Choice, Inc., a Florida Corporation	December 13, 2002
Human and Healthcare Resources, Inc., a Florida Corporation	December 13, 2002

ARTICLE II - PLAN OF MERGER

The Plan of Merger (the "Plan") adopted by each of the undersigned corporations and in compliance with Section 607.1101 of the Florida Statutes is set forth as follows:

1. **Effective Date.** The Plan shall be effective as of the filing date, which date the separate existence of Human and Healthcare Resources, Inc. ("Health") shall cease and health shall be merged into Nurses Choice, Inc. (the "Surviving Corporation").

2. **Articles of Incorporation.** The Articles of Incorporation of the Nurses Choice, Inc. the Surviving Corporation in existence at the effective date of this Plan shall be the Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

3. **Bylaws.** The Bylaws of the Surviving Corporation in existence at the effective date of this Plan shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

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4. Exchange of Shares. At the effective date of this Plan, all of the issued and outstanding stock of Health shall be exchanged for 100 shares of the \$1.00 par value Common Stock of the Surviving Corporation.

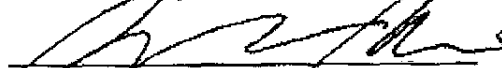
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 14th day of January, 2003.

NURSES CHOICE, INC.



Edward Halleran, President and
Sole Shareholder

HUMAN AND HEALTHCARE
RESOURCES, INC.



Stephen Sika, President and
Sole Shareholder

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