



F30734

ACCOUNT NO. : 072100000032

REFERENCE : 933226 4332362

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 14, 2000

ORDER TIME : 11:26 AM

ORDER NO. : 933226-010

CUSTOMER NO: 4332362

CUSTOMER: Mary Abbruzzese, Legal Asst
Brownstein Hyatt & Farber,
410 17th Street, 22nd Floor

Denver, CO 80202

Patricia
DEC 15 PM 12:35
FILED
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
ATLANTA, GEORGIA

100003502411--5

ARTICLES OF MERGER

SOUTHEASTERN PROFESSIONAL
EMPLOYERS, INC.

INTO

SOUTHEASTERN STAFFING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DR
12/18/00

*02250, 02575, 00672

RECEIVED
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
ATLANTA, GEORGIA
DEC 15 PM 12:08
STAMPED COPY

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC., a Fla corp.
P98000059419

INTO

SOUTHEASTERN STAFFING, INC., a Florida entity, F30734.

File date: December 15, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 15, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: SOUTHEASTERN STAFFING, INC.
Ref. Number: F30734

We have received your document for SOUTHEASTERN STAFFING, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name of the person signing the document must be typed or printed beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 800A00063310

RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 DEC 18 PM 12:12

RECEIVED

ARTICLES OF MERGER

OF

Southeastern Professional Employers, Inc., a Florida corporation

INTO

Southeastern Staffing, Inc., a Florida corporation

FILED
00 DEC 15 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Southeastern Professional Employers, Inc., a Florida corporation, into Southeastern Staffing, Inc., a Florida corporation (the "Parent"), as approved by the Board of Directors of the Parent on December 18, 2000.

2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on December 18, 2000.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for shall be upon filing.

Executed on December 18, 2000.

Southeastern Staffing, Inc., a Florida corporation

By: Howard Brill, Howard Brill
Its: President

Southeastern Professional Employers, Inc., a
Florida corporation

By: Howard Brill, Howard Brill
Its: President

PLAN OF MERGER

1. Southeastern Staffing, Inc. (the "Parent"), which is a business corporation of the State of Florida and the owner of all of the outstanding shares of Southeastern Professional Employers, Inc., a Florida corporation (the "Subsidiary"), hereby merges the Subsidiary with and into the Parent pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of the Subsidiary shall cease at the effective time and date of the merger and the Parent shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of the Subsidiary shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of the Parent 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.