

F30734



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

ACCOUNT NO. : 072100000032

REFERENCE : 933226 4332362

AUTHORIZATION :

COST LIMIT :

140.00
Patricia Pujols

ORDER DATE : December 14, 2000

ORDER TIME : 11:27 AM

ORDER NO. : 933226-015

CUSTOMER NO: 4332362

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

Denver, CO 80202

12/31/00
merged

900003502409--1

ARTICLES OF MERGER

HUMAN RESOURCE MANAGEMENT,
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:

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2000 DEC 15 PM 12:08

ADR
12/19/00

402250, 00575, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

HUMAN RESOURCE MANAGEMENT, INC., a Georgia corporation not
authorized to transact business in Florida

THE NATIONAL COMPANIES, INC., a Georgia corporation not authorized to
transact business in Florida

NATIONAL STAFFING SERVICES OF GEORGIA, INC., a Georgia corporation
not authorized to transact business in Florida

INTO

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

File date: December 15, 2000

Corporate Specialist: Annette Ramsey



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: 400A00063310

RESUBMIT

Please give original
submission date as file date

12/31/00

ARTICLES OF MERGER

OF

Human Resource Management, Inc., a Georgia corporation,

The National Companies, Inc., a Georgia corporation,

AND

National Staffing Services of Georgia, Inc., a Georgia corporation

INTO

Southeastern Staffing, Inc., a Florida corporation

FILED
DEC 15 PM 12:15
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 foreign wholly-owned subsidiary business corporations named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Human Resource Management, Inc., a Georgia corporation ("Resource"); The National Companies, Inc., a Georgia corporation ("National"); and National Staffing Services of Georgia, Inc., a Georgia corporation ("Staffing" and together with Resource and National, the "Subsidiaries") 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 merger of the Subsidiaries into the Parent is permitted by the laws of the jurisdiction of organization of Subsidiaries and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of the Subsidiaries was December 18, 2000.

3. As to the Parent, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on December 18, 2000.

4. Shareholder approval was not required for the merger.

5. The effective time and date of the merger herein provided for the State of Florida shall be 11:59 p.m. (EST), December 31, 2000.

Executed on December 18, 2000.

Southeastern Staffing, Inc., a Florida corporation

By: Howard Brill Howard Brill
Its: President

Human Resource Management, Inc., a Georgia corporation

By: Howard Brill Howard Brill
Its: President

The National Companies, Inc., a Georgia corporation

By: Howard Brill Howard Brill
Its: President

National Staffing Services of Georgia, Inc., a Georgia 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 is the owner of all of the outstanding shares of (i) Human Resource Management, Inc., a Georgia corporation ("Resource"); (ii) The National Companies, Inc., a Georgia corporation ("National"); and (iii) National Staffing Services of Georgia, Inc., a Georgia corporation ("Staffing" and together with Resource and National, the "Subsidiaries"), hereby merges the Subsidiaries with and into the Parent pursuant to the provisions of the Georgia Business Corporation Code and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of the Subsidiaries shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; 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 each of the Subsidiaries shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of each of the Subsidiaries 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.