

Nov. 7. 2000 12:18PMs

No. 8 57 1 of 2

J57959

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

SPARTAN PREMIER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

merger

11/7/00

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

SPARTAN PREMIER STAFFING INVESTMENT CORPORATION, a Florida
corporation, P95000037737

INTO

SPARTAN PREMIER, INC., a Florida entity, J57959

File date: November 7, 2000

Corporate Specialist: Darlene Connell

Nov. 7. 2000 12:18PM

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ARTICLES OF MERGER
OF
SPARTAN PREMIER STAFFING INVESTMENT CORPORATION
INTO
SPARTAN PREMIER, INC.

SPARTAN PREMIER STAFFING INVESTMENT CORPORATION ("Spartan Investment") and SPARTAN PREMIER, INC., ("Spartan Premier"), acting in compliance with the provisions of §607.1105, Florida Statutes, hereby certifies as follows:

1. A plan of merger was approved by the board of directors of each of Spartan Premier and Spartan Investment and a majority of the shareholders of Spartan Investment, effective as of June 30, 2000. The shareholders of Spartan Premier were not required to approve the merger. Pursuant to the plan of merger Spartan Investment is to be merged into Spartan Premier. The terms of the merger are set forth in the copy of the Agreement and Plan of Merger attached hereto as Exhibit "A" and made a part hereof.

2. The merger shall be effective as of June 30, 2000.

Effective as of: June 30, 2000.

SPARTAN PREMIER STAFFING
INVESTMENT CORPORATION

By: Michael McCormack
Michael McCormack, President

SPARTAN PREMIER, INC.

By: Michael McCormack
Michael McCormack, President

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EXHIBIT A TO ARTICLES OF MERGER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into effective as of June 30, 2000, by and among SPARTAN PREMIER, INC., a Florida corporation ("Spartan Premier") and SPARTAN PREMIER STAFFING INVESTMENT CORPORATION, a Florida corporation ("Spartan Investment").

BACKGROUND INFORMATION

The board of directors of each of Spartan Premier and Spartan Investment, by unanimous written consent of the members of each of the Board of Directors has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that Spartan Investment be merged into Spartan Premier, at the conclusion of which Spartan Premier shall remain as the surviving or resulting entity and the corporate existence of Spartan Investment shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this plan of merger (the "Plan of Merger") and Spartan Investment has recommended the adoption of the Plan of Merger and its underlying transactions by the shareholders of such entity. Accordingly, the merger shall be effected as follows:

OPERATIVE PROVISIONS

1. Merger. In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), Spartan Investment shall be merged with and into Spartan Premier (the "Merger"), and Spartan Premier shall constitute the surviving and resulting corporation of such Merger (hereinafter Spartan Premier sometimes is referred to as the "Surviving Corporation"). The separate and corporate existence of Spartan Investment shall cease and Spartan Premier shall continue its corporate existence pursuant to the laws of Florida.

2. Effective Date. The Merger shall become effective as of June 30, 2000 (the "Effective Date").

3. Surviving Corporation. The Surviving Corporation shall possess and retain every interest in all of its assets and property of every description. The rights, privileges, immunities powers, franchises and authority of Spartan Investment shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate and other property owned by Spartan Investment shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.

4. Obligations. All obligations belonging to or due to Spartan Investment shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of Spartan Investment existing as of the Effective Date.

Facsimile Audit Number: H00000058544 8

5. Terms of the Merger. Upon the Effective Date of the Merger all of the issued and outstanding shares of the common capital stock of Spartan Investment shall be deemed canceled and voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to Spartan Premier, the shares of the common stock of Spartan Investment outstanding prior to the Merger shall be transformed and converted as follows: each share of Spartan Investment owned by shareholders prior to the Merger shall be converted into one (1) share of Spartan Premier; provided however the shares owned by Robin C. Hoover shall be exchanged for cash, resulting in a cash payment of \$150,000 to Mr. Hoover, or \$.71 per share for each of Mr. Hoover's 210,000 shares of Spartan Investment.

6. Shareholder Consent. The Merger is contingent upon all of the shareholders of Spartan Investment approving the merger and no shareholder electing his or her right to dissent from the merger. If any shareholder dissents the companies will not proceed with the Merger.

7. Counterparts. This Agreement and Plan of Merger may be executed in counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, Spartan Premier and Spartan Investment have caused this Agreement and Plan of Merger to be executed by their respective officers duly authorized effective as of the date first written above.

SPARTAN PREMIER, INC.

By: Michael McCormack
Michael McCormack, President

SPARTAN PREMIER STAFFING
INVESTMENT CORPORATION

By: Michael McCormack
Michael McCormack, President

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