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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 073350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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**MERGER OR SHARE EXCHANGE
STARBOARD GROUP EMPLOYMENT SERVICES, INC.**

| | |
|-----------------------|---------|
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*merger
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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (if known/ applicable) |
|--|---------------------|--|
| Starboard Group Employment Services Inc. | FLORIDA | P11000068071 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (if known/ applicable) |
|--|---------------------|--|
| Starboard Group Employment Services Inc. | MARYLAND | N/A |
| | | |
| | | |
| | | |
| | | |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 03/28/2012

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 03/28/2012

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Starboard Group Employment Services Inc.

Quinn

Andrew Levy, CEO

Starboard Group Employment Services Inc.

Quinn-Kane Press

Andrew Levy, CEO

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|--|---------------------|
| Starboard Group Employment Services Inc. | FLORIDA |
| _____ | _____ |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|--|---------------------|
| Starboard Group Employment Services Inc. | MARYLAND |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

Third: The terms and conditions of the merger are as follows:

- a) All of the issued and outstanding shares of, the surviving corporation, shall remain unchanged in the hands of the holders thereof.
- b) No cash or other consideration shall be paid or delivered for shares of the merged Corporation, and the certificates for such shares shall be surrendered and cancelled.
- c) The Certificate of Incorporation and by-laws of the surviving corporation shall remain unchanged until amended or changed as provided therein or as provided by law.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations, causes of action, and every other asset of the merged corporation, shall be transferred to, vest in, and devolve upon, the surviving corporation, without further act or deed as effectively as if they were of the surviving corporation. No cash or other consideration shall be paid or delivered for shares of the merged entity, and the certificates for such shares shall be surrendered to the surviving entity and cancelled.