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MERGER OR SHARE EXCHANGE

Gevity HR, Inc.

Certificate of Status	0
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*Morgan 12/23/09*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Gevity HR, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Alex Troise  
Contact Person

TriNet HR Corporation  
Firm/Company

9000 Town Center Parkway,  
Address

Bredenton, FL 34202  
City/State and Zip Code

ann.francis@trinet.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ann Francis At ( 941 ) 741-4629  
Name of Contact Person Area Code & Daytime Telephone Number

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**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2651 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**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)
<u>Gevity HR, Inc.</u>	<u>Florida</u>	<u>P97000018934</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Gevity HR XII Corp.</u>	<u>Florida</u>	<u>889401</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on . . .

01 / 01 / 2010 (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 December 21, 2009.

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 December 21, 2009.

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)*





If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Merger shall be effective at 12:01 AM Eastern Standard Time, January 1, 2010.

**IN WITNESS WHEREOF**, the undersigned, acting through their duly authorized representatives, representing all parties to this Agreement on the date first above written, have signed this plan of merger.

GEVITY HR, INC.

By:   
\_\_\_\_\_  
Burton M. Goldfield  
President and Chief Executive Officer

GEVITY HR XII Corp

By:   
\_\_\_\_\_  
Douglas P. Devlin  
President