

Division of Corporations

Page 1 of 2

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MERGER OR SHARE EXCHANGE
GEVITY HR, INC.

Certificate of Status	0
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Page Count	09
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EXAMINER

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ARTICLES OF MERGER

of certain subsidiary limited partnerships

INTO

GEVITY HR, INC.

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The limited partnerships listed below (the "Merging Parties") shall merge with and into Gevity HR, Inc., a corporation organized and existing under the laws of the state of Florida, (hereafter designated the "Surviving Corporation"). The Merging Parties are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Gevity HR, LP 9000 Town Center Parkway Bradenton, FL 34202	DE	Limited Partnership
Florida Document Number: <u>B9300000392</u>	FBI Number: <u>65-0442051</u>	
2. Gevity HR III, LP 9000 Town Center Parkway Bradenton, FL 34202	DE	Limited Partnership
Florida Document Number: <u>B9400000276</u>	FBI Number: <u>65-0516085</u>	
3. Gevity HR IV, LP 9000 Town Center Parkway Bradenton, FL 34202	DE	Limited Partnership
Florida Document Number: <u>B9300000391</u>	FBI Number: <u>65-0442057</u>	
4. Gevity HR VI, LP 9000 Town Center Parkway Bradenton, FL 34202	DE	Limited Partnership
Florida Document Number: <u>B0200000240</u>	FBI Number: <u>58-2074057</u>	
5. Gevity HR VII, LP 9000 Town Center Parkway Bradenton, FL 34202	DE	Limited Partnership
Florida Document Number: <u>N/A</u>	FBI Number: <u>58-2092627</u>	

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6. Gevity HR VIII, LP
9000 Town Center Parkway
Bradenton, FL 34202

DE Limited Partnership

Florida Document Number: N/A

FBI Number: 65-0751785

7. Gevity HR IX, LP
9000 Town Center Parkway
Bradenton, FL 34202

DE Limited Partnership

Florida Document Number: N/A

FBI Number: 75-2530404

8. Gevity HR X, LP
9000 Town Center Parkway
Bradenton, FL 34202

DE Limited Partnership

Florida Document Number: N/A

FBI Number: 75-2565546

SECOND: The exact name and jurisdiction of the Surviving Corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gevity HR, Inc. 9000 Town Center Parkway Bradenton, FL 34202	FL	Corporation

Florida Document Number: F97000018934

FBI Number: 65-0735612

THIRD: The attached Plan of Merger (the "Plan") meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes. The Plan was adopted by the Board of Directors of the Surviving Corporation on December 21st, 2009 and unanimously approved by its sole shareholder on December 21st, 2009 in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The total authorized capital stock of the Surviving Corporation shall be 1,000 shares all of which are of a par value of \$.010 each, and all of which are of the same class.

FIFTH: The Plan was approved by the General Partner of each Merging Party on December 21st, 2009 in accordance with the respective laws of all applicable jurisdictions.

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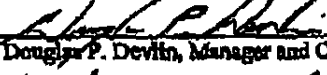


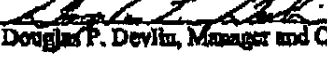

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any party to the merger.

SEVENTH: The merger shall become effective as of 12:01 AM, January 1, 2010.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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IN WITNESS WHEREOF, each of the undersigned parties has caused the Certificate of Merger to be executed as of the 21st day of December, 2009.

<u>Name of Entity</u>	<u>Typed or Printed Name</u>	<u>Signature(s)</u>
Gevity HR, LP	By: Staff Leasing, LLC, the General Partner	 Douglas P. Devlin, Manager and CFO
Gevity HR III, LP	By: Staff Leasing, LLC, the General Partner	 Douglas P. Devlin, Manager and CFO
Gevity HR IV, LP	By: Staff Leasing, LLC, the General Partner	 Douglas P. Devlin, Manager and CFO
Gevity HR VI, LP	By: Staff Leasing, LLC, the General Partner	 Douglas P. Devlin, Manager and CFO
Gevity HR VII, LP	By: Staff Leasing, LLC, the General Partner	 Douglas P. Devlin, Manager and CFO
Gevity HR VIII, LP	By: Staff Leasing, LLC, the General Partner	 Douglas P. Devlin, Manager and CFO
Gevity HR IX, LP	By: Staff Leasing, LLC, the General Partner	 Douglas P. Devlin, Manager and CFO
Gevity HR X, LP	By: Staff Leasing, LLC, the General Partner	 Douglas P. Devlin, Manager and CFO
Gevity HR, Inc.	Burton M. Goldfield, President and CEO	 Burton M. Goldfield, President and CEO

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PLAN OF MERGER

The following plan of merger, (the "Agreement") dated December 21st, 2009 which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

WITNESSETH:

WHEREAS, the limited partnerships which are parties to this Agreement are duly organized and existing under the laws of the State of Delaware;

WHEREAS, Gevity HR, Inc. is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, each of the parties hereto have agreed that the limited partnerships shall merge with and into Gevity HR, Inc., upon the terms and subject to the conditions and in the manner set forth in this Plan in accordance with the applicable laws of their respective jurisdictions;

NOW, THEREFORE, in consideration of the mutual covenants contained in this Plan and in order to consummate the transactions described above, each of the parties hereto agrees as follows:

FIRST: The limited partnerships listed below (the "Merging Parties") shall merge with and into Gevity HR, Inc., a corporation organized and existing under the laws of the state of Florida, (hereafter designated the "Surviving Corporation"). The Merging Parties are as follows:

<u>Name</u>	<u>Jurisdiction</u>
1. Gevity HR, LP 9000 Town Center Parkway Bradenton, FL 34202	DE
2. Gevity HR III, LP 9000 Town Center Parkway Bradenton, FL 34202	DE
3. Gevity HR IV, LP 9000 Town Center Parkway Bradenton, FL 34202	DE

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- 4. Gevity HR VI, LP DB
9000 Town Center Parkway
Bradenton, FL 34202
- 5. Gevity HR VII, LP DE
9000 Town Center Parkway
Bradenton, FL 34202
- 6. Gevity HR VIII, LP DB
9000 Town Center Parkway
Bradenton, FL 34202
- 7. Gevity HR IX, LP DE
9000 Town Center Parkway
Bradenton, FL 34202
- 8. Gevity HR X, LP DE
9000 Town Center Parkway
Bradenton, FL 34202

SECOND: The exact name and jurisdiction of the Surviving Corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Gevity HR, Inc. 9000 Town Center Parkway Bradenton, FL 34202	Florida

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

Upon the terms and subject to the conditions set forth herein and in accordance with the Florida Business Corporation Act (the "FCBA"), at the Effective Time specified below, the separate existence of the Merging Parties shall cease and the Surviving Corporation shall continue.

Closing Date: The closing of the merger shall take place at 11:00 AM, Eastern Time on December 31, 2009 at the office of the Surviving Corporation, 9000 Town Center Parkway, Bradenton, FL, 34202, or at such other time as the parties may agree (the "Closing Date").

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Effective Time: Upon the terms and subject to the conditions set forth in this Agreement, on the Closing Date, the parties shall file the articles of merger (the "Articles of Merger") in such form as is required by, and executed in accordance with, the relevant provisions of the FBCA. The merger shall become effective at such date and time as the parties shall agree and specify in the Articles of Merger. The time at which the merger becomes effective is the "Effective Time."

Effects of the Merger:

- 1) At the Effective Time, all the property, rights, privileges, and powers of the Merging Parties shall vest in the Surviving Corporation, and all debts, liabilities, obligations and duties of the Merging Parties shall become the debts, liabilities, obligations and duties of the Surviving Corporation, all as provided under the FBCA.
- 2) The purposes, the registered agent, the address of the registered office and the number of authorized shares of capital stock of the Surviving Corporation shall be as each of the foregoing appears in the Certificate of Incorporation, as amended, on file with the Office of the Secretary of State of Florida on the date hereof.
- 3) The by-laws of the Surviving Corporation in effect on the Effective Date shall be the by-laws of the Surviving Corporation until such time as they are altered, amended or repealed or until new by-laws are adopted as provided therein.
- 4) The persons who constitute the Board of Directors of Gevity HR, Inc. on the Effective Date shall constitute the Board of Directors of the Surviving Corporation; and
- 5) The persons who constitute the officers of Gevity HR, Inc. on the Effective Date shall constitute the officers of the Surviving Corporation.

FOURTH: On the Effective Date, in exchange for the sum of \$1.00, which shall be paid to each Merging Party by the Surviving Corporation, all of the interests, shares, obligations or other securities of each Merging Party shall be converted into the interests, shares, obligations or other securities of the Surviving Corporation. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.

FIFTH: This Plan is made pursuant to and shall be construed under the laws of the State of Florida and shall inure to the benefit of and be binding upon the parties and their respective successors and assigns.

SIXTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any Merging Party, as well as for enforcement of any obligation of the Surviving Corporation arising from this merger, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 9000 Town Center Parkway, Bradenton, FL 34202 ATTENTION: LEGAL DEPARTMENT.

SEVENTH: Other provisions, if any, relating to the merger: The Merger shall be effective at 12:01 AM Eastern Standard Time, on January 1, 2010.

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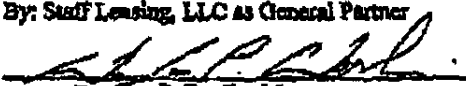
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IN WITNESS WHEREOF, the undersigned, acting through their duly authorized representatives, representing all parties to this Agreement on the date first above written, have signed this plan of merger.


GEVITY HR, INC.

By: 
Burton M. Gottfield
President and Chief Executive Officer

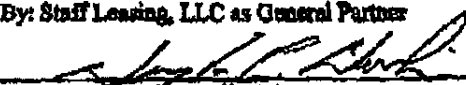
GEVITY HR, LP

By: Staff Leasing, LLC as General Partner

Douglas P. Devlin, Manager

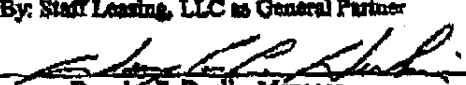
GEVITY HR III, LP

By: Staff Leasing, LLC as General Partner

Douglas P. Devlin, Manager

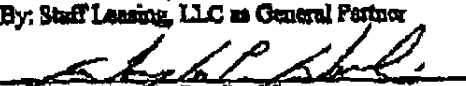
GEVITY HR IV, LP

By: Staff Leasing, LLC as General Partner

Douglas P. Devlin, Manager

GEVITY HR VI, LP

By: Staff Leasing, LLC as General Partner

Douglas P. Devlin, Manager

GEVITY HR VII, LP


By: Staff Leasing, LLC as General Partner

Douglas P. Devlin, Manager

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GEVITY HR VIII, LP
By: Staff Leasing, LLC as General Partner



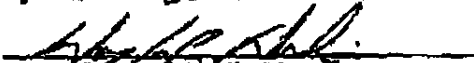
Douglas P. Devlin, Manager

GEVITY HR IX, LP
By: Staff Leasing, LLC as General Partner



Douglas P. Devlin, Manager

GEVITY HR X, LP
By: Staff Leasing, LLC as General Partner



Douglas P. Devlin, Manager