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P97000104872

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CORPORATION(S) NAME

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Excel Temporary Services, Inc.

merging into:

Accustaff LP-1, Inc.

200002384202--2

12/29/97 01044-007

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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P97000104872

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

EXCEL TEMPORARY SERVICES, INC., a Georgia corporation not qualified in  
Florida

INTO

**ACCUSTAFF LP-1, INC.**, a Florida corporation, P97000104872.

File date: December 31, 1997

Corporate Specialist: Velma Shepard

AC060:0AC88  
120297:4:84042:Lou3  
ACCUSTAFF ART OF MERGER

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97 DEC 31 AM 8:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF MERGER  
OF  
EXCEL TEMPORARY SERVICES, INC.  
INTO  
ACCUSTAFF LP-1, INC.

Pursuant to Section 607.1105 of the Florida Business Corporation Act and Sections 14-2-1105 and 14-2-1107 of the Georgia Business Corporation Code, the undersigned corporations adopt the following Articles of Merger:

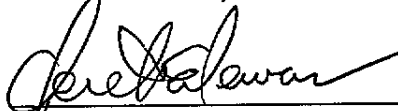
FIRST: AccuStaff LP-1, Inc., a Florida corporation, owns one hundred percent (100%) of the outstanding shares of Excel Temporary Services, Inc., a Georgia corporation.

SECOND: A Plan of Merger containing the information required by Section 607.1104 of the Florida Act and by Section 14-2-1104 of the Georgia Code, a copy of which is attached hereto, was adopted by the Board of Directors of AccuStaff LP-1, Inc.

THIRD: Shareholder approval of the Merger is not required.


FOURTH: The Merger is to be effective at 11:59 P.M., Eastern Standard Time, on December 31, 1997.

AccuStaff LP-1, INC.

  
\_\_\_\_\_  
Derek E. Dewan, President

AC060:0AC88  
120297:4:84042:Lou3  
ACCUSTAFF ART OF MERGER

Excel Temporary Services, Inc.



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Derek E. Dewan, President

AC060:0AC88  
092397:1:84070:Lou3  
ACCUSTAFF LP-1 AGREEMENT

## PLAN OF MERGER

This Plan of Merger (the "Plan") dated as of December 31, 1997, is adopted by ACCUSTAFF LP-1, INC., a Florida corporation ("LP-1").

### PRELIMINARY STATEMENTS

All of the issued and outstanding shares of the authorized capital stock of Excel Temporary Services, Inc., a Georgia corporation ("Excel"), are owned by LP-1.

The Florida Business Corporation Act (the "Florida Act") and the Georgia Business Corporation Code (the "Georgia Code") authorize a corporation that owns all of the issued and outstanding shares of a corporation's capital stock to merge such subsidiary corporation into such parent corporation without the approval of the shareholders of the parent or subsidiary corporation if the board of directors of the parent corporation adopts a plan of merger.

LP-1 desires to cause Excel to merge with and into LP-1, which shall be the surviving corporation.

The Board of Directors of LP-1 has adopted and approved the merger upon the terms and conditions hereinafter set forth and has adopted this Plan.

ARTICLE I

MERGER

Subject to the terms and conditions of the Plan, at the Effective Time (as hereinafter defined) and pursuant to the provisions of, and with the effect provided in, the Florida Act and the Georgia Code, Excel shall be merged with and into LP-1 (such transaction is referred to herein as the "Merger"). At the Effective Time, the separate existence of Excel shall cease and LP-1, as the surviving entity, shall continue unaffected and unimpaired by the Merger (LP-1 as existing on and after the Effective Time is herein sometimes referred to as the "Surviving Corporation").

ARTICLE II

APPROVAL BY DIRECTORS

The Plan and related matters have been approved by the Board of Directors of LP-1 by written consent in lieu of a special meeting in accordance with the Florida Act and the Georgia Code.

ARTICLE III

FILING ARTICLES OF MERGER;  
EFFECTIVE TIME OF THE MERGER

Section 1. Filing Articles of Merger. If the Plan is not terminated or abandoned as permitted by the provisions hereof, then Articles of Merger evidencing the transaction contemplated herein shall be filed and recorded in accordance with the Florida Act and the Georgia Code.

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ACCUSTAFF LP-1 AGREEMENT

Section 2. Effective Time of Merger. The Merger shall be effective at the time and on the date specified in the Articles of Merger (such time and date is herein referred to as the "Effective Time").

#### ARTICLE IV

##### ARTICLES OF INCORPORATION AND BY-LAWS

The Articles of Incorporation and By-Laws of LP-1 in effect immediately prior to the Effective Time shall be the Articles of Incorporation and By-Laws of the Surviving Corporation, in each case until amended in accordance with applicable law.

#### ARTICLE V

##### BOARD OF DIRECTORS

At the Effective Time, the Board of Directors of the Surviving Corporation shall consist of the persons serving as directors of LP-1 immediately prior to the Effective Time.

#### ARTICLE VI

##### EFFECT OF MERGER ON SHARES

Section 1. LP-1's Shares.

Each share of the capital stock of LP-1 that is issued and outstanding immediately prior to the Effective Time shall, at the Effective Time, remain issued and outstanding and no consideration shall be issued in respect thereof.

Section 2. Excel's Shares.

Each share of Excel stock that is issued and outstanding immediately prior to the Effective Time shall, at the Effective Time and by operation of law, be cancelled and all certificates evidencing ownership of such shares shall be void and of no effect.

ARTICLE VII

FURTHER ASSURANCES

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Corporation title to any property or rights of Excel, or otherwise carry out the provisions hereof, the proper officers and directors of Excel, as of the Effective Time, and thereafter the officers of the Surviving Corporation acting on behalf of Excel, shall execute and deliver any and all property assignments, conveyances and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the provisions hereof.



ARTICLE VIII

TERMINATION

The Plan may be terminated and the proposed Merger abandoned at any time before the Effective Time if the Board of Directors of LP-1 duly adopts a resolution abandoning the Plan.

SECTION IX

GOVERNING LAW

The Plan shall be governed by the laws of the State of Florida applicable to agreements made and entirely to be performed in such jurisdiction, except to the extent the Georgia Code may be applicable.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed by their duly authorized officers as of the day and year first above written.

ACCUSTAFF LP-1, INC.

  
\_\_\_\_\_  
Derek E. Dewan, President

EXCEL TEMPORARY SERVICES, INC.

  
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Derek E. Dewan, President