

Document Number Only

376096

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97 DEC 30 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

000002385820--2
-12/30/97--01046--025
*****70.00 *****70.00

Personnel One, Inc. (NJ)

merging w/ to into:
Personnel One, Inc. (FL)

EFFECTIVE DATE
12-31-99

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

DEC 30 1997

Thanks,
Jeff

376096

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PERSONNEL ONE, INC., a New Jersey corporation, not qualified in Florida

INTO

PERSONNEL ONE, INC., a Florida corporation, 376096.

File date: December 30, 1997 , effective December 31, 1997

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

of

PERSONNEL ONE, INC., a New Jersey corporation
with and into

PERSONNEL ONE, INC., a Florida corporation

(UNDER SECTION 607.1104 OF THE FLORIDA BUSINESS CORPORATION ACT and
SECTION 14A:10-5.1 OF THE NEW JERSEY BUSINESS CORPORATION ACT)

PERSONNEL ONE, INC., a Florida corporation, and PERSONNEL ONE, INC., a New Jersey corporation, each hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

- (a) Personnel One, Inc., a New Jersey corporation ("PONJ"),
and
(b) Personnel One, Inc., a Florida corporation ("POFL").

(2) Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA") and Section 14A:10-5.1 of the New Jersey Business Corporation Act (the "NJBCA"), the sole director of PONJ executed a Written Consent in Lieu of Special Meeting on December 22, 1997, whereby it determined it was in the best interest of POFL and its sole shareholder to merge PONJ with and into POFL, and adopted a Plan of Merger, a copy of which is attached as Exhibit A hereto, to effectuate such a merger.

(3) The name of the surviving corporation, which is a Florida corporation, shall be Personnel One, Inc.

(4) Neither the approval of the shareholders of POFL nor the approval of the shareholders of PONJ was required to effectuate the merger.

(5) In accordance with the Plan of Merger, the merger shall become effective as of 11:59 p.m., Eastern Standard Time, on December 31, 1997 or, if later, the date and time the Secretary of State of Florida issues his Certificate of Merger.

IN WITNESS WHEREOF, each of POFL and PONJ has caused this certificate to be signed by Stephen J. Russo, who is the Senior Vice President of each of POFL and PONJ, on the 29th day of December, 1997.

PERSONNEL ONE, INC.,
a Florida corporation

By: 

Stephen J. Russo,
Senior Vice President

PERSONNEL ONE, INC.,
a New Jersey corporation

By: 

Stephen J. Russo,
Senior Vice President

EXHIBIT A

PLAN OF MERGER

Names of parent corporation, subsidiary, and surviving corporation.

1. Parent and Surviving corporation: Personnel One, Inc., a Florida corporation (the "Corporation").

Subsidiary: Personnel One, Inc., a New Jersey corporation (the "Sub").

Terms and conditions of the merger.

2. The Sub, a wholly-owned subsidiary of the Corporation, shall be merged with and into the Corporation (the "Merger") pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act (the "FBCA") and Section 14A:10-5.1 of the New Jersey Business Corporation Act (the "NJBCA"), and the Corporation shall be the surviving corporation.
3. The effective date (the "Effective Date") of the Merger shall be 11:59 p.m., Eastern Daylight Time, on December 31, 1997, or, if later, the latter of the date of the issuance of a Certificate of Merger by the Secretary of State of Florida, as provided in the FBCA, or the issuance of a Certificate of Merger by the Secretary of State of New Jersey, as provided in the NJBCA.
4. In accordance with the FBCA and the NJBCA, on the Effective Date of the Merger, the separate existence of the Sub shall cease, and the Corporation and the Sub shall then and thereafter together comprise a single corporation, which shall be the Corporation; the title to all real estate and other property owned by the Sub shall be transferred to and vested in the Corporation without reversion or impairment; and the Corporation shall have all the liabilities of the Sub.
5. Each outstanding share of the capital stock of the Corporation shall continue to be an outstanding share of capital stock of the Corporation after the Effective Date of the Merger.
6. All of the outstanding shares of capital stock of the Sub owned by the Corporation on the Effective Date of the Merger shall, by virtue of the Merger, be canceled and retired; all certificates representing such shares shall be canceled; and no cash, securities or other property shall be issued in respect of such shares by reason of the Merger.

No Amendment to Articles of Incorporation.

7. No changes in the Articles of Incorporation, the Bylaws, the directors or the officers of the Corporation shall be effected by the Merger.