

376096

Document Number Only

C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

Personnel One Merger Sub, Inc.

merging into:

Personnel One, Inc.

- ☐ Profit ☐ Amendment ☒ Merger
- ☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
- ☐ Limited Liability Company
- ☐ Foreign ☐ Annual Report ☐ Other
- ☐ Limited Partnership ☐ Reservation ☐ Change of R.A.
- ☐ Reinstatement ☐ Fictitious Name
- ☐ Certified Copy ☐ Photo Copies ☐ CUS / G/S
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12/28

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THANK YOU ! CONNIE BRYAN

S. PAYNE JAN 3 - 2000

Connie gave
OK to remove

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PERSONNEL ONE MERGER SUB, INC., a Florida corp., P99000109042

INTO

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

File date: December 28, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 29, 1999

CT Corporation System

Tallahassee, FL

SUBJECT: PERSONNEL ONE, INC.
Ref. Number: 376096

RECEIVED
99 DEC 30 PM 1:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for PERSONNEL ONE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 699A00060586

* Please backdate filing to:
December 28th !

Thanks !

12/30

FILED

99 DEC 28 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
MERGING
PERSONNEL ONE MERGER SUB, INC.
WITH AND INTO
PERSONNEL ONE, INC.**

(UNDER SECTION 607.1105 OF THE FLORIDA STATUTES)

The following articles of merger are being submitted in accordance with Section 607.1105 of the Florida Statutes.

(1) The exact name and street address of the principal office, jurisdiction, and entity type of the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Personnel One Merger Sub, Inc. 222 W. Las Colinas Blvd., Suite 1250 Irving, Texas 75039	Florida	Corporation

Florida Document/Registration Number: P99000109042

(2) The exact name and street address of the principal office, jurisdiction and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Personnel One, Inc. 3475 Sheridan Street #103 Hollywood, Florida 33021-3640	Florida	Corporation

Florida Document/Registration Number: 376096

(3) The attached Agreement and Plan of Merger meets the requirements of section 607.1101, Florida Statutes.

(4) The attached Agreement and Plan of Merger was approved by the board of directors and sole shareholder of Personnel One, Inc. on December 17, 1999, in accordance with the laws of the State of Florida.

(5) The attached Agreement and Plan of Merger was approved by the board of directors and sole shareholder of Personnel One Merger Sub, Inc. on December 17, 1999 in accordance with the laws of the State of Florida.

(6) The merger shall become effective December 28, 1999.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed in their respective corporate names as of the 28th day of December, 1999.

PERSONNEL ONE, INC.

By: M. F. Mancini Salano
Name: M F MANCINI SALANO
Title: EVP

PERSONNEL ONE MERGER SUB, INC.

By: M. F. Mancini Salano
Name: M F MANCINI SALANO
Title: EVP

Exhibit A

PLAN OF MERGER

The following plan of merger is being submitted in accordance with section 607.1101, Florida Statutes.

- (1) The name and jurisdiction of the surviving corporation is: Personnel One, Inc., a Florida corporation.
- (2) The name and jurisdiction of the merging corporation is Personnel One Merger Sub, Inc., a Florida corporation.
- (2) The terms and conditions of the merger are as follows:

Personnel One Merger Sub, Inc. shall be merged with and into Personnel One, Inc. Personnel One, Inc. shall survive the merger and continue under the name Personnel One, Inc. The amended and restated articles of incorporation set forth on Exhibit A shall be the articles of incorporation of the surviving corporation until such articles are thereafter modified, amended or repealed in accordance with the laws of the State of Florida. The bylaws of Personnel One Merger Sub, Inc. shall be the bylaws of the surviving corporation until such bylaws are thereafter modified, amended or repealed in accordance with the laws of the State of Florida.

- (3) 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 is as follows:

Each share of Class A Nonvoting Shares, no par value per share, and Class B Voting Shares, no par value per share, of Personnel One, Inc. held in the treasury of Personnel One, Inc. or by any of its subsidiaries (if any) shall be canceled and extinguished without any conversion thereof and no payment shall be made with respect thereto. Each share of Class A Nonvoting Shares, no par value per share, and Class B Voting Shares, no par value per share, of Personnel One, Inc. issued and outstanding immediately prior to the effective time of the merger shall cease to be outstanding and shall be converted into \$5.65 in cash per share. Each share of common stock of Personnel One Merger Sub, Inc. issued and outstanding immediately prior to the effective time of the merger shall remain issued and outstanding and shall represent ownership in the surviving corporation.

- (4) Article I of the articles of incorporation of Personnel One Merger Sub, Inc. shall be amended and restated in its entirety as follows:

"ARTICLE I -- NAME

The name of the corporation is "Personnel One, Inc. (the "Corporation")."

Exhibit A**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PERSONNEL ONE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Personnel One, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 222 W. Las Colinas Blvd., Suite 1250, Irving, Texas 75039.

ARTICLE III - PURPOSES

The purposes for which the Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having no par value.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors, of this Corporation at any regular or special meeting.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The street address of the registered office of this Corporation is to be at 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of the registered agent at such address is CT Corporation System.

ARTICLE VII - INITIAL DIRECTORS

Directors shall be elected in the manner set forth in the Corporation's by-laws. The names and street address of the sole member of the Board of Directors who shall hold office until his successor is elected and qualified, is as follows:

Michael F. Mancivalano
222 W. Las Colinas Blvd.
Suite 1250
Irving, TX 75039

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
James R. Peacock III	Thompson & Knight L.L.P. 1700 Pacific Ave., Suite 3300 Dallas, TX 75201

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

CT CORPORATION SYSTEM

DATE: 12/30/99

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary