

489764

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADVANCE PROCESSING SYSTEMS, INC., a Florida corporation, document
number 489764

INTO

ADVANCE PROCESSING SYSTEMS, INC., a Delaware corporation not
qualified in Florida.

File date: December 31, 1996

Corporate Specialist: Karen Gibson

Document Number Only

489764

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002043020--3

-12/31/96--01107--017

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 31 PM 4:04

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Advance Processing Systems, Inc.
merging into:

Advance Processing Systems, Inc.

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

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W.P. Verifier

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CR2E031 (1-89)

ARTICLES OF MERGER
OF
ADVANCE PROCESSING SYSTEMS, INC.
(a Florida corporation)
AND
ADVANCE PROCESSING SYSTEMS, INC.
(a Delaware corporation)

FILED
96 DEC 31 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

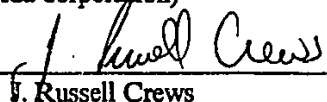
Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") merging ADVANCE PROCESSING SYSTEMS, INC., a Florida corporation ("ADVANCE FL"), with and into ADVANCE PROCESSING SYSTEMS, INC., a Delaware Corporation ("ADVANCE DE"), as adopted by the respective Boards of Directors of such corporations without meetings by unanimous written consents given by them as of December 23, 1996.
2. The merger of ADVANCE FL with and into ADVANCE DE is permitted by the laws of the jurisdiction of organization of ADVANCE DE and has been authorized in compliance with said laws.
3. The merger herein provided for shall become effective upon the latter of the filing of these Articles of Merger with the Secretary of State in the State of Florida and the filing of the Plan of Merger with the Secretary of the State of Delaware.

Executed on December 23, 1996

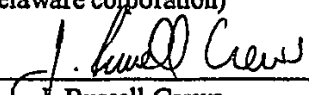
ADVANCE PROCESSING SYSTEMS, INC.
(a Florida corporation)

By


J. Russell Crews
President

ADVANCE PROCESSING SYSTEMS, INC.
(a Delaware corporation)

By


J. Russell Crews
President

AGREEMENT AND PLAN OF MERGER
of
ADVANCE PROCESSING SYSTEMS, INC.
(a Florida corporation)
with and into
ADVANCE PROCESSING SYSTEMS, INC.
(a Delaware corporation)

AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of December 23, 1996 by and between ADVANCE PROCESSING SYSTEMS, INC., a corporation organized and existing under the laws of the State of Florida ("ADVANCE FL") and ADVANCE PROCESSING SYSTEMS, INC., a corporation organized and existing under the laws of the State of Delaware ("ADVANCE DE").

A. ADVANCE FL is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida. ADVANCE FL has authority to issue 10,000 shares of Common Stock, par value \$1.00 per share (the "ADVANCE FL Common Stock"), of which 10,000 shares are issued and outstanding.

B. ADVANCE DE is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware. ADVANCE DE has authority to issue 10,000 shares of capital stock, no par value (the "ADVANCE DE Common Stock"), of which 100 shares are issued and outstanding.

C. The Board of Directors and shareholders of each of ADVANCE FL and ADVANCE DE have adopted resolutions approving this Plan of Merger in accordance with the Florida Business Corporation Act (the "FBCA") and the Delaware General Corporation Law, as amended (the "DGCL").

D. Snelling and Snelling Incorporated, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania ("Snelling") owns all of the outstanding shares of ADVANCE FL and ADVANCE DE, and the transactions outlined above have been approved by the Board of Directors of Snelling.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. ADVANCE FL and ADVANCE DE (such corporate parties being hereinafter sometimes together referred to as the "Constituent Corporations") shall effect a

merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan of Merger.

2. Merger: Governing Law. At the Effective Time (as defined in Section 3 hereof), ADVANCE FL shall be merged with and into ADVANCE DE, which latter corporation shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation." The Surviving Corporation shall continue to be governed by the laws of the State of Delaware.

3. Filing and Effective Time. A Certificate of Merger to be filed with the Secretary of the State of Delaware and Articles of Merger to be filed with the Department of State of the State of Florida, as appropriate, and such other documents and instruments as are required by, and complying in all respects with, the FBCA and the DGCL shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon the last to occur of the filing of Articles of Merger with the Department of State of the State of Florida and the filing of this Plan of Merger with the Secretary of the State of Delaware (the "Effective Time").

4. Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of ADVANCE DE, as amended, shall be and thereafter remain the Certificate of Incorporation of the Surviving Corporation, until amended in accordance with applicable law, and the Surviving Corporation shall continue to be a corporation organized and governed by the laws of the State of Delaware.

5. Bylaws. At the Effective Time, the Bylaws of ADVANCE DE shall be and thereafter remain the Bylaws of the Surviving Corporation until altered, amended or repealed in the manner therein provided in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

6. Directors and Officers. At the Effective Time, the directors and the officers of ADVANCE DE shall be the directors and the officers of the Surviving Corporation; each such director and officer shall hold office until his resignation or removal, in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. Capital Stock. At the Effective Time:

(a) Each share of Common Stock of ADVANCE FL issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be canceled and cease to exist.

(b) Each share of Common Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be unaffected by the Merger and shall remain outstanding as a share of Common Stock of the Surviving Corporation.

8. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the FBCA and the DGCL.

9. Further Assurances. Each of the Constituent Corporations shall use their best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Plan of Merger. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of ADVANCE FL acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, ADVANCE FL and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of ADVANCE FL or otherwise to take any and all such action.

10. Amendment or Termination. Notwithstanding shareholder approval of this Plan of Merger, this Plan of Merger may be amended or terminated at any time on or before the Effective Date by agreement of the Boards of Directors of the Constituent Corporations.

11. Counterparts. This Plan of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have duly executed this Agreement and Plan of Merger as of the day and year first written above.

ADVANCE PROCESSING SYSTEMS, INC. (Florida)

By: J. Russell Crews
Name: J. Russell Crews
Title: President

ADVANCE PROCESSING SYSTEMS, INC. (Delaware)

By: J. Russell Crews
Name: J. Russell Crews
Title: President