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NAME: SOUTHEASTERN PERSONNEL MANAGEMENT, INC.
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SPM ACQUISITION CORPORATION, a Florida corporation, P98000056001

INTO

SOUTHEASTERN PERSONNEL MANAGEMENT, INC., a Florida corporation,
506946

File date: July 7, 1998

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
MERGING SPM ACQUISITION CORPORATION
INTO SOUTHEASTERN PERSONNEL MANAGEMENT, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging SPM ACQUISITION CORPORATION, a Florida corporation, into SOUTHEASTERN PERSONNEL MANAGEMENT, INC., a Florida corporation.

1. A copy of the Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit "A" and incorporated fully herein by this reference.

2. The Plan was approved and adopted by the shareholders and Board of Directors of SPM ACQUISITION CORPORATION on the 30th day of June, 1998.

3. The Plan was approved and adopted by the shareholders and Board of Directors of SOUTHEASTERN PERSONNEL MANAGEMENT, INC., on the 30th day of June, 1998.

IN WITNESS WHEREOF, the constituent corporations have executed these Articles of Merger by and through their respective duly authorized officers as of June 30, 1998.

SPM ACQUISITION CORPORATION,
a Florida corporation

By: George W. Connley
George W. Connley, President

SOUTHEASTERN PERSONNEL MANAGEMENT, INC.,
a Florida corporation

By: George W. Connley
George W. Connley, President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan") is adopted this 30th day of June, 1998, by SOUTHEASTERN PERSONNEL MANAGEMENT, INC., a Florida corporation (hereinafter referred to alternatively as "Southeastern" or the "Surviving Corporation"), SPM ACQUISITION CORPORATION, a Florida corporation (hereinafter referred to as "SPM"), SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC., a Florida corporation ("SEPE").

WHEREAS, SPM is a wholly-owned subsidiary of SEPE;

WHEREAS, the parties hereto desire that Southeastern and SPM should merge on the terms hereinafter set forth.

NOW, THEREFORE, in consideration of the foregoing premises, the parties hereto hereby agree as follows:

1. **The Merger.**

(a) **Effect of Merger.** On the Effective Date (as defined in paragraph 3(a) of this Plan), SPM will be merged with and into Southeastern, pursuant to and in accordance with Section 607.1101 of the Florida Statutes (1997) and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The separate existence of SPM shall thereupon cease, and Southeastern, as the Surviving Corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of SPM, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Statutes (1997).

(b) **Further Assurances.** From time to time as and when requested by Southeastern or its successors or assigns, the officers and directors of SPM last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other

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H98000012509 9

actions as shall be necessary to vest or perfect in or to confirm of record or otherwise Southeastern's title to, and possession of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of SPM, and otherwise to carry out the purposes of this Plan.

(c) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Southeastern, as amended and in effect immediately prior to the Effective Date shall, without any amendments, be the Articles of Incorporation and Bylaws of the Surviving Corporation until further amended as provided by law.

(d) Officers and Directors. The officers and directors of Southeastern in office on the Effective Date shall remain the officers and directors of the Surviving Corporation for their remaining term and until their successors are duly appointed and qualify.

2. Treatment of Shares.

(a) Southeastern.

(i) On the Effective Date, each share of Southeastern's Class A Common Stock and Class B Common Stock issued and outstanding immediately prior to the Effective Date (collectively, "Southeastern Common Stock") will be converted into the right to receive Class A Common Stock of SEPE ("SEPE Common Stock") at a rate of one (1) share of SEPE Common Stock for each seventy five (75) shares of Southeastern Common Stock.

(ii) After the Effective Date, no shares of Southeastern Common Stock will be deemed outstanding or to have any rights other than those set forth above in this paragraph 2(a).

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(b) SPM. On the Effective Date, each share of SPM's currently issued and outstanding common stock will, by virtue of the merger and without any action on the part of Southeastern, be converted into one (1) share of common stock of the Surviving Corporation.

(c) Surrender of Certificates. On or after the Effective Date, the holders of Southeastern Common Stock will surrender to the Surviving Corporation the certificates evidencing the Southeastern Common Stock.

(d) Effect of the Merger. As a result of the merger, the Surviving Corporation will be a wholly-owned subsidiary of SEPE.

3. General Provisions.

(a) Effective Date. The merger of SPM into Southeastern will become effective (the "Effective Date") when Articles of Merger are filed with the Florida Secretary of State pursuant to Section 607.1105 of the Florida Business Corporation Act.

(b) Choice of Law. This Plan shall be governed by, and construed and enforced in accordance with, the laws of Florida, excluding the laws of Florida relating to the resolution of conflicts among laws of different jurisdictions.

(c) Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the merger abandoned (subject to contractual rights, if any) by the Board of Directors of either constituent corporation, notwithstanding favorable action by the shareholders of the respective constituent corporations.

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IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers on the date first written above.

SPM ACQUISITION CORPORATION,
a Florida corporation

By: George W. Connley
George W. Connley, President

SOUTHEASTERN PERSONNEL MANAGEMENT, INC.,
a Florida corporation

By: George W. Connley
George W. Connley, President

SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC.,
a Florida corporation

By: George W. Connley
George W. Connley, President

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