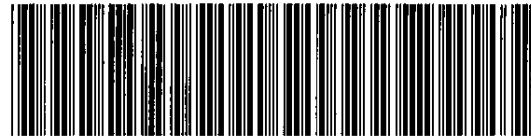


625617



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(Requestor's Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 NOV 10 PM 1:57

FILED

*Merger*

TB NOV 15 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** FCCI Services, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Lisa Conley  
Contact Person

FCCI Insurance Group  
Firm/Company

6300 University Parkway  
Address

Sarasota, Florida 34240  
City/State and Zip Code

lconley@fcci-group.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lisa Conley At ( 941 ) 907-2541  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
11-30-10

ARTICLES OF MERGER  
OF  
FCCI STAFFING SOLUTIONS, INC.  
INTO  
FCCI SERVICES, INC.

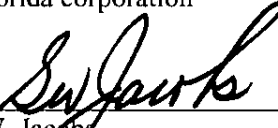
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2010 NOV 10 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to the Florida Department of State for filing in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

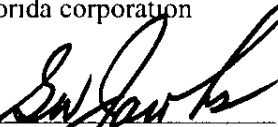
1. FCCI Services, Inc., a Florida corporation, document number 625617, is the surviving parent corporation.
2. FCCI Staffing Solutions, Inc., a Florida corporation, document number H06844, is the merging subsidiary corporation.
3. The Plan of Merger is attached.
4. The Effective Date of the merger is the close of business on November 30, 2010.
5. Approval by the shareholders of both the surviving parent and subsidiary merging corporation was not required because the surviving parent corporation owns one hundred percent (100%) of the outstanding shares of the one and only class of stock of the merging subsidiary corporation.
6. The Plan of Merger was adopted by the Board of Directors of the surviving parent corporation and the merging subsidiary corporation by resolution on October 28, 2010.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations.

FCCI Services, Inc.,  
a Florida corporation

By:   
G.W. Jacobs  
As its President & CEO  
Date: 10/28/10

FCCI Staffing Solutions, Inc.,  
a Florida corporation

By:   
G.W. Jacobs  
As its President & CEO  
Date: 10/28/10

**PLAN OF MERGER  
OF  
FCCI STAFFING SOLUTIONS, INC.  
INTO  
FCCI SERVICES, INC.**

This Plan of Merger is submitted in compliance with section 607.1104, Florida Statutes.

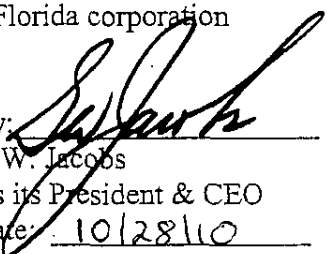
1. FCCI Services, Inc., a Florida corporation, document number 625617, is the surviving parent corporation ("Surviving Company").
2. FCCI Staffing Solutions, Inc., a Florida corporation, document number H06844, is the merging subsidiary corporation ("Merging Company").
3. The Effective Date of the merger will be as set forth in the Articles of Merger.
4. On the Effective Date of the merger, subject to and upon the terms and conditions of this Plan of Merger ("Plan") and in accordance with § § 607.1101 et. seq. of the Florida Business Corporation Act ("Act"), the Merging Company will be merged with and into the Surviving Company, and the separate corporate existence of the Merging Company will cease and the Surviving Company will continue.
5. On the Effective Date of the merger, the effect of such merger will be as provided in this Plan and the applicable provisions of the Act. Without limiting the generality of the foregoing, at the Effective Date of the merger all properties, rights, privileges and powers of the Surviving Company and the Merging Company will vest in the Surviving Company, and all liabilities and obligations of the Surviving and Merging Company will become the liabilities and obligations of the Surviving Company.
6. Each person who is a director or officer of the Surviving Company immediately prior to the Effective Date of the merger will continue to be a director or officer of the Surviving Company from and after the Effective Date of the merger pursuant to the governing provisions of the Articles and Bylaws of the Surviving Company.
7. On the Effective Date of the merger, by virtue of the merger and without any action on the part of any shareholder of the Surviving or Merging companies, each share of common stock of the Merging Company, issued and outstanding immediately prior to the Effective Date of the merger, will be canceled without payment of consideration of any kind thereof, and no shareholder of the Merging Company, by virtue of the merger, shall have the right to acquire shares, obligations or other securities in the Surviving Company.
8. The Surviving Company owns one hundred percent (100%) of the outstanding shares of the one and only class of stock of the Merging Company.
9. If applicable, shareholders of the Subsidiary Company, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the

merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

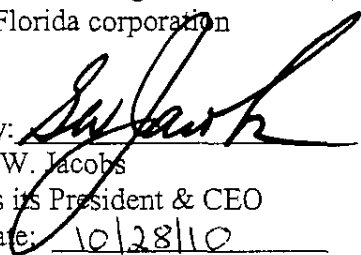
10. The Articles of Incorporation and the Bylaws of the Surviving Company will not differ from its Articles of Incorporation and Bylaws in effect immediately prior to the Effective Date of the merger.
11. Each shareholder of the Surviving Company, whose shares were issued and outstanding immediately prior to the Effective Date of the merger, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
12. The board of directors of the Merging and Surviving Companies are hereby authorized to amend this Plan at any time prior to the Effective Date of the merger, to the extent permitted by law.

IN WITNESS WHEREOF, this Plan of Merger has been approved by the Surviving and Merging Companies.

FCCI Services, Inc.,  
a Florida corporation

By:   
G.W. Jacobs  
As its President & CEO  
Date: 10/28/10

FCCI Staffing Solutions, Inc.,  
a Florida corporation

By:   
G.W. Jacobs  
As its President & CEO  
Date: 10/28/10