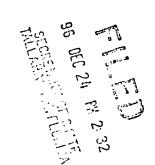
# **Document Number Only**

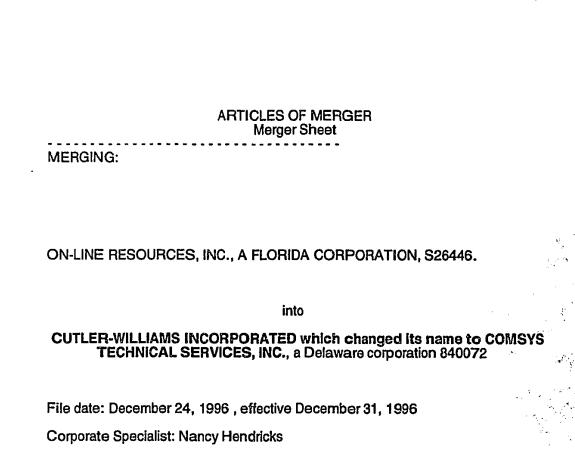
840012

CT CORPORATION SYSTEM								
Requestor's Name 660 East Jefferson Street								
Address	ahassee,	FL	32301	222-1092				
City	State		Zlp	Phone				

**CORPORATION(S) NAME** 



On-him Reso.	urces, Ivc	9000020493293
Merged Cuto:		*****35.00 *****35.80
Cufler Williams	Incorporated	900020493293 -01/07/9701156022 *****35.00 ******35.00
() Profit () NonProfit () Limited Liability Co	() Amendment	Merger €
() Foreign	() Dissolution/Witho	drawal () Mark
( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	() Other ucc Filing () Change of R.A. () Fic. Name
() Certified Copy	() Photo Copies	() CU\$
() Call When Ready Walk In () Mail Out	() Call if Problem	() After 4:30 Pick Up
Name Availability Document		PLEASE RETURN EXTRA COPIES FILE STAMPED
Examiner Updater		Per Susan P.
Verifier	12-24	Do not recognize two of
Acknowledgment	10 27	as qualified even though
W.P. Verifier	M HENDRICKS TIFC 2 6 19	Do not Recognize two of the menging corporations as qualified even though they are. (Data Aid + Datronic management.)
CR2E031 (1-89)	TO FILE PORTUGAÇÃO DE U C O D	770



# DOMESTIC CORPORATION AND FOREIGN CORPORATION OF DEC 24 PH 2-33

The undersigned corporations, pursuant to Section 607.1107 of the Florida Busines Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of Corporation

State of Incorporation

Cutler-Williams Incorporated On-Line Resources, Inc.

Delaware Florida

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is set forth on Exhibit A.

FIFTH: The effective date of the certificate of merger shall be the 31st day of December, 1996.

SIXTH: The merger was approved by the sole stockholder of Cutler-Williams Incorporated and On-Line Resources, Inc.

SEVENTH: The plan of merger was adopted by the Board of Directors of On-Line Resources, Inc., on the 16th day of December, 1996, and was adopted by the Board of Directors of Cutler-Williams Incorporated on the 16th day of December, 1996.

Signed this 19th day of December, 1996.

CUTLER-WILLIAMS INCORPORATED

Edward L. Pierce Senior Vice President

ON-LINE RESOURCES, INC.

Edward L. Pierce

Senior Vice President

## AGREEMENT AND PLAN OF MERGER

### BY AND AMONG

### **CUTLER-WILLIAMS INCORPORATED**

### AND

CAMBRIDGE INFORMATION SERVICES, INC.
COMSYS TECHNICAL SERVICES, INC.
DATA AID, INC.
DATRONICS MANAGEMENT, INC.
INTERNATIONAL SOFTWARE DESIGNS
KC CONSULTING INC.
KNAUER ASSOCIATES SYSTEMS ENGINEERING, INC.
ON-LINE RESOURCES, INC.
PACIFIC DATA GROUP, INC.
REGAL DATA SYSTEMS, INC.

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated this 19th day of December, 1996, pursuant to Section 252 of the General Corporation Law of Delaware, by and among Cutler-Williams Incorporated, a Delaware corporation, and Cambridge Information Services, Inc., a New Jersey corporation, COMSYS Technical Services, Inc., a Maryland corporation, Data Aid, Inc., an Alabama corporation, Datronics Management, Inc., a New York corporation, International Software Designs, a California corporation, KC Consulting Inc., a California corporation, Knauer Associates Systems Engineering, Inc., a California corporation, On-Line Resources, Inc., a Florida corporation, Pacific Data Group, Inc., an Oregon corporation, and Regal Data Systems, Inc., a New Jersey corporation (collectively, the "Merging Corporations").

### WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Cutler-Williams Incorporated hereby merges into itself the Merging Corporations and the Merging Corporations shall be and hereby are merged into Cutler-Williams Incorporated, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Cutler-Williams Incorporated, is

amended as follows:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is COMSYS Technical Services, Inc."

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

Each share of common stock of each of the Merging Corporations which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder thereof, automatically be cancelled; all shares of the Merging Corporations then held in treasury shall cease to exist and the surviving corporation will not make any new issuances of securities. There will be no substantive effect to the stockholder of the Merging Corporations or the surviving corporation.

FOURTH: The terms and conditions of the merger are as follows:

- (a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
  - (c) This merger shall become effective on December 31, 1996.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporations shall be transferred to, vested in, and devolve upon, the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the Merging Corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the Merging Corporations respectively. The Merging Corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and

delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the Merging Corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Merging Corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the Merging Corporations or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Boards of Directors of any constituent corporation at any time prior to the date of filing the Agreement with the Secretary of State, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the Chairman of the Board of each party hereto as the respective act, deed and agreement of each of said corporations, on this 19th day of December, 1996.

# **CUTLER-WILLIAMS INCORPORATED**

By: Elvand Pries
Edward L. Pierce
Senior Vice President
CAMBRIDGE INFORMATION SERVICES, INC.
By:
Peter T. Dameris
Senior Vice President
COMSYS TECHNICAL SERVICES, INC.
Ву:
Peter T. Dameris
Senior Vice President
DATA AID, INC.
By:
Peter T. Dameris
Senior Vice President
DATRONICS MANAGEMENT, INC.
By:
Peter T. Dameris
Senior Vice President

		ily Gl
INTERI	NATIONAL SOFTWARE DESIGNS	3
Ву:	Del	
I	Peter T. Dameris Senior Vice President	
KC COI	NSULTING INC.	
By:	and h	
· I	Peter T. Dameris Senior Vice President	
KNAUE INC.	ER ASSOCIATES SYSTEMS ENGINEERING	j,
	Peter T. Dameris Senior Vice President	
ON-LIN	IE RESOURCES, INC.	
Ву:	hory	
_	Peter T. Dameris Senior Vice President	
PACIFI	C DATA GROUP, INC.	
Ву:	AL	
I	Peter T. Dameris Senior Vice President	
REGAL	DATA SYSTEMS, INC.	
	Peter T. Dameris	
	Senior Vice President	