

F00000000581



ACCOUNT NO. : 072100000032

REFERENCE : 563201 4300608

AUTHORIZATION

Patricia Pujato

COST LIMIT : \$ 70.00

FILED
00 FEB - 1 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 24, 2000

ORDER TIME : 12:51 PM

ORDER NO. : 563201-010

CUSTOMER NO: 4300608

CUSTOMER: Ms. Hilary S. Geier
Frankfurt, Garbus, Klein &
488 Madison Avenue

500003116475--4

New York, NY 10022

ARTICLES OF MERGER

DYNAX ENGINEERING COMPANY,
INC.

INTO

DYNAX INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

C. COULLIETTE FEB 01 2000

RECEIVED
00 JAN 31 PM 2:34
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

*Per Client
File merger
on 2/1/00*

(38)

ARTICLES OF MERGER
Merger Sheet

MERGING:

DYNACS ENGINEERING COMPANY, INC., a FL corp., H52755

into
DYNACS INC. doing business in Florida as
DYNACS WORLDWIDE, INC., a Delaware entity F00000000581

File date: February 1, 2000

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

OF

DYNACS ENGINEERING COMPANY, INC.

AND

DYNACS INC.

FILED

00 FEB -1 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"),
the surviving corporation herein named does hereby submit the following Articles of Merger:

1. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging DYNACS ENGINEERING COMPANY, INC., a Florida business corporation, with and into DYNACS INC., the surviving corporation which is organized under the laws of the State of Delaware.

2. The shareholders of DYNACS ENGINEERING COMPANY, INC. approved and adopted the Plan and Agreement of Merger by written consent given by them on December 30 1999 in accordance with the provisions of Sections 607.0704 and 607.1103 of the Act.

3. The merger of DYNACS ENGINEERING COMPANY, INC. with and into DYNACS INC. is permitted by the laws of the jurisdiction of organization of DYNACS INC. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan and Agreement of Merger by the sole stockholder of DYNACS INC. is December 30 1999.

4. The effective time and date of the merger herein provided for in the State of Florida shall be the time and date of the last to occur of the filing of the Plan and Agreement of Merger with the Secretary of State of Delaware and the Secretary of State of Florida. The merger shall become effective on February 1, 2000.

Executed on December 30 1999

DYNACS ENGINEERING COMPANY, INC.

By:

Ramendra P. Singh
Ramendra P. Singh, President

DYNACS INC.

By:

Ramendra P. Singh
Ramendra P. Singh, President

PLAN AND AGREEMENT OF MERGER

of

**DYNACS ENGINEERING COMPANY, INC.,
a Florida Corporation,**

into

**DYNACS INC.,
a Delaware Corporation,**

PLAN AND AGREEMENT OF MERGER (the "Plan"), entered into on December 30, 1999 (the "Plan"), by Dynacs Engineering Company, Inc., a business corporation organized under the laws of the State of Florida ("Dynacs Engineering or the "Terminating Corporation"), which Plan was approved by resolutions adopted by the Board of Directors and the sole shareholder of Dynacs Engineering as of December 1 and 30 1999, respectively, and Dynacs Inc., a business corporation organized under the laws of the State of Delaware ("Dynacs" or the "Surviving Corporation"), which Plan was approved by resolutions adopted by the Board of Directors and the sole stockholder of the Surviving Corporation as of December 30, 1999.

WHEREAS, Dynacs Engineering is a business corporation organized under the laws of the State of Florida with its principal office therein located at 35111 U.S. Highway 19 North, Suite 300, County of Pinellas, Palm Harbor, Florida 34684;

WHEREAS, the total number of shares of stock which Dynacs Engineering has authority to issue is 10,000,000, all of which are of one class and have a par value of \$.001 per share;

WHEREAS, the Surviving Corporation is a business corporation organized under the laws of the State of Delaware with its principal office therein c/o The Prentice-Hall Corporation System, Inc., located at 1013 Centre Road, New Castle County, Wilmington, Delaware 19805;

WHEREAS, the Florida Business Corporation Act permits the merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction;

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, the Boards of Directors of Dynacs Engineering and the Surviving Corporation deem it to be to the advantage, welfare, and best interests of their respective corporations and their respective stockholders that Dynacs Engineering be merged with and into Dynacs pursuant to the provisions of the Business Corporation Act of the State of Florida and the General Corporation Law of the State of Delaware, upon the further terms and conditions hereinafter set forth (the "Merger");

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements of the parties hereto, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as set forth in this Plan and Agreement set forth.

1. Parties to Merger. Dynacs Engineering and Dynacs shall, pursuant to the provisions of the Business Corporation Act of the State of Florida (the "FBCA") and the provisions of the General Corporation Law of the State of Delaware (the "DGCL"), be merged with and into a single corporation, Dynacs Inc., which shall be the Surviving Corporation from and after the effective date and time of the Merger, as set forth in Section 3 hereof (the "Effective Time"). The Surviving Corporation shall continue to exist under its current name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Dynacs Engineering Company, Inc., the Terminating Corporation, shall cease at the Effective Time in accordance with the provisions of the FBCA.

2. Terms and Conditions of Merger.

(a) Certificate of Incorporation. The Amended and Restated Certificate of Incorporation of the Surviving Corporation, substantially in the form of Exhibit A hereto, shall be the certificate of incorporation of the Surviving Corporation in effect on the Effective Time; provided, however, that the Amended and Restated Certificate of Incorporation of the Surviving Corporation shall automatically be amended to the extent, if any, that changes in such certificate of incorporation are set forth in this Agreement and Plan of Merger.

(b) By-Laws. The by-laws of the Surviving Corporation shall be the by-laws of the Surviving Corporation at the Effective Time and the same shall be the Surviving Corporation's by-laws upon the Merger and shall continue in full force and effect until changed, altered, modified or amended as therein provided and in the manner prescribed by the provisions of the Surviving Corporation's certificate of incorporation and the DGCL (the "By-Laws").

(c) Directors and Officers. The directors and officers in office of the Surviving Corporation at the Effective Time shall be, respectively, the members of the Board of Directors and the officers of the Surviving Corporation upon the Merger, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws.

(d) Conversion of Securities and Rights to Receive Shares. On the Effective Time, each issued share of the Terminating Corporation shall be converted into one share of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted in any manner, but each such share which is issued as of the Effective Time shall be canceled and terminated. On the date of the Effective Time, the right of any person to acquire by exercise of warrants, conversion of notes or other transaction, any shares of the Terminating Corporation shall be converted into the right to receive, upon such exercise, conversion or other transaction, the same number of shares of the Surviving Corporation. The issued warrants, options and/or convertible notes or other securities of the Terminating Corporation shall not be converted in any manner, but each such option, warrant and/or convertible note or other security which is issued as of the Effective Time and exercisable for or convertible into any number of shares of the Terminating Corporation shall continue to represent the right to receive, upon exercise or conversion or other similar transaction the same number of shares of the Surviving Corporation.

(e) Qualification of Surviving Corporation. The Surviving Corporation hereby represents and warrants to the Terminating Corporation that: (i) the Surviving Corporation is qualified to do business as a foreign corporation in the following jurisdictions: California; Maryland; Ohio; Texas; and Washington; (ii) the Surviving Corporation has submitted an application to qualify to do business as a foreign corporation in the State of New Mexico and such application is pending; and (iii) the Surviving Corporation shall qualify to do business as a foreign corporation in the State of Florida immediately upon effectuation of the Merger.

The Terminating Corporation hereby represents and warrants to the Surviving Corporation that the Terminating Corporation is not qualified to do business as a foreign corporation in any State or other jurisdiction other than those set forth in clause (i) of this paragraph (e).

Each of the Terminating Corporation and the Surviving Corporation agrees to cause to be executed, filed and recorded any document or documents prescribed by the laws of any of the foregoing States or other jurisdictions as a condition to qualification of the Surviving Corporation in such State or other jurisdiction and to cause to be performed all acts and things necessary or proper to effectuate such qualifications.

(f) Cessation of Separate Existence of Terminating Corporation. The separate existence of Dynacs Engineering Company, Inc., the Terminating Corporation or "non-

surviving corporation," shall cease at the Effective Time in accordance with the provisions of the FBCA.

3. Effective Time. In the event that (a) this Plan shall have been approved, adopted, certified, executed and acknowledged in its entirety (i) by the Board of Directors and the shareholders of the Terminating Corporation in accordance with Sections 607.0821 and 607.0704, respectively, of the FBCA and otherwise in accordance with the provisions of the FBCA and (ii) by the Board of Directors and the sole stockholder of the Surviving Corporation in accordance with the provisions of sections 141(f) and 228(a), respectively, of the DGCL and otherwise in accordance with the provisions of the DGCL, and (b) the Boards of Directors of Dynacs and Dynacs Engineering do not exercise their right to abandon the Plan and terminate the Merger as hereinafter provided, the Terminating Corporation and the Surviving Corporation each agrees to cause to be executed, delivered, filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the Merger herein provided for as soon as practicable following satisfaction of the conditions set forth in clause (a) of this Section 3; provided, however, that if the holder(s) of two percent (2%) or more of the Outstanding Common Stock of Dynacs Engineering entitled to vote on the merger dissent(s) from the Merger, the Board of Directors of Dynacs Engineering and Dynacs shall have authority to abandon the Merger and terminate this Plan and Agreement prior to the filing of the Plan and/or the Articles with the State of Florida or the State of Delaware. The effective date and time of this Plan and of the Merger in the States of Delaware and Florida shall be at the date and time of the last to occur of the filing of this Plan with the Secretary of State of Delaware and the filing of this Plan and the Articles of Merger with the Department of State of Florida (the "Effective Time").

4. Further Action. The Terminating Corporation and the Surviving Corporation each hereby agrees to do, or cause its officers, representatives or other agents to do, any and all acts and things, and to make, execute, deliver, file, and record, or cause its officers, representatives or other agents to make, execute, deliver, file and records, any and all documents and instruments which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the Merger herein provided for.

5. Executed Agreement and Plan of Merger. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation at: 35111 U.S. Highway 19 North, Suite 300, Palm Harbor, FL 34684. The Surviving Corporation shall provide a copy of the executed Agreement and Plan of Merger upon the request of, and without cost to, any stockholder or shareholder of any constituent corporation.

6. Appraisal Rights. The Terminating Corporation shall provide to each of its shareholders entitled to vote on the Merger a copy of the provisions of Sections 607.1301, 607.1302 and 607.1320 of the FBCA. Any shareholder of the Terminating Corporation who dissents from the adoption of the Plan and complies with the provisions of Sections 607.1301, 607.1302 and 607.1320 and any other applicable provisions of the FBCA shall be entitled to receive the fair value of their shares of the Terminating Corporation, provided that the Merger is

consummated and not abandoned pursuant to the terms of Section 3 hereof, which obligation to pay fair value, if applicable, shall be assumed by the Surviving Corporation. The sole stockholder of the Surviving Corporation has consented in writing to the Merger and adoption of the Plan and accordingly is not be entitled to appraisal or similar rights under the DGCL.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby

executed upon behalf of each of the constituent corporations parties thereto.

Dated: December , 1999

DYNACS INC.

By: _____
Ramendra P. Singh, President

By: _____
Ravi Venugopal, Secretary

DYNACS ENGINEERING COMPANY, INC.

By: _____
Ramendra P. Singh, President

By: _____
Ravi Venugopal, Secretary

CERTIFICATE OF SECRETARY OF DYNACS INC.

The undersigned, being the Secretary of **Dynacs Inc.**, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holder of all of the outstanding stock of said corporation, in accordance with the provisions of section 228 of the Business Corporation Law of the State of Delaware.

Dated: December , 1999

DYNACS INC.

By: _____
Ravi Venugopal, Secretary

CERTIFICATE OF SECRETARY OF DYNACS ENGINEERING COMPANY, INC.

The undersigned, being the Secretary of **Dynacs Engineering Company, Inc.**, does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of a majority of the outstanding stock of said corporation, in accordance with the provisions of Section 607.0704 of the Business Corporation Act of the State of Florida.

Dated: December , 1999

DYNACS ENGINEERING COMPANY, INC.

By: _____
Ravi Venugopal, Secretary

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
DYNACS INC.

Dynacs Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

- A. The name of the corporation is Dynacs Inc. (the "Corporation"). The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 15, 1999.
- B. This Amended and Restated Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of section 245 of the General Corporation Law of the State of Delaware .
- C. The text of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I
NAME

The name of the corporation is Dynacs Inc. (the "Corporation").

ARTICLE II
REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Delaware is c/o The Prentice-Hall Corporation System, Inc., 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "DGCL").

Exhibit A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
DYNACS INC.**

ARTICLE IV AUTHORIZED STOCK

The Corporation is authorized to issue two classes of stock, to be designated Common Stock and Preferred Stock. The total number of shares of stock which the Corporation has authority to issue shall be twenty million (20,000,000), of which fifteen million (15,000,000) shares shall be Common Stock having a par value of \$0.01 per share and five million (5,000,000) shares shall be Preferred Stock having a par value of \$0.01 per share.

The shares of Preferred Stock shall be undesignated Preferred Stock and may be issued from time to time in one or more series pursuant to a resolution or resolutions, duly adopted by the Board of Directors, providing for such issue, the authority to do so being hereby expressly vested in the Board of Directors. The Board of Directors is further authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares in any such series then outstanding.

The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix:

- (i) the distinctive designation of such class or series and the number of shares to constitute such class or series;
- (ii) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;
- (iii) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if such shares are redeemable, the price, terms and manner of such redemption;
- (iv) the special and relative rights and preferences, if any, and the amount or amounts per share which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;
- (v) the terms and conditions, if any, upon which shares of such class or series shall be

convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

- (vi) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;
- (vii) voting rights, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock;
- (viii) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and
- (ix) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of the Corporation, acting in accordance with this Certificate of Incorporation, may deem advisable and are not inconsistent with law and the provisions of this Certificate of Incorporation.

ARTICLE V ADOPTION, AMENDMENT AND/OR REPEAL OF BY-LAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the By-Laws of the Corporation; provided, that any by-laws made, altered or amended by the Board of Directors may be altered, amended or repealed, and any by-laws may be made, by the stockholders of the Corporation.

ARTICLE VI NUMBER OF DIRECTORS; ELECTION

The number of directors which constitutes the whole Board of Directors of the Corporation shall be as specified in the By-Laws of the Corporation.

Members of the Board of Directors may be elected either by written ballot or by voice vote.

ARTICLE VII
LOCATION OF STOCKHOLDER MEETINGS AND CORPORATE RECORDS

Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept, subject to any provisions contained in the DGCL, outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

ARTICLE VIII
NO CUMULATIVE VOTING

Holders of stock of any class or series of the Corporation shall not be entitled to cumulate their votes for the election of directors or any other matter submitted to a vote of the stockholders.

ARTICLE IX
PERSONAL LIABILITY OF DIRECTORS

To the fullest extent permitted by the DGCL, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article IX nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X
INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

The Corporation shall indemnify each of the Corporation's directors and officers in each and every situation where, under section 145 of the DGCL, as amended from time to time ("Section 145"), the Corporation is permitted or empowered to make such indemnification. The Corporation may, in the sole discretion of its Board of Directors, indemnify any other person who may be indemnified pursuant to Section 145 to the extent the Board of Directors deems advisable, as permitted by Section 145. The Corporation shall promptly make or cause to be made any determination required to be made pursuant to Section 145.

The right of indemnification conferred in this Article X shall be a contract right and shall include the right of the Corporation's officers and directors to be paid by the Corporation the

expenses incurred in defending any action, suit or proceeding for which indemnification is permitted by Section 145 in advance of the final disposition thereof, provided that the payment of such expenses is permitted by, and otherwise made in accordance with, the provisions of the DGCL.

The rights conferred on any person by this Article shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the Corporation's By-Laws, any agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XI COMPROMISE AND ARRANGEMENTS

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receivers appointed for the Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, such compromise or arrangement and such reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ARTICLE XII AMENDMENT AND REPEAL OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed on this 29th day of November, 1999, and the signature of the undersigned shall constitute the affirmation and acknowledgment of the undersigned, under penalties of perjury, that this Certificate is the true act and deed of the undersigned and that the facts state in this Certificate are true.

DYNACS INC.

By: _____
Gary A. Schonwald
Assistant Secretary