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2006 DEC 21 PM 12:50
TALLAHASSEE, FLORIDA
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

merger
C. Coulllette DEC 21 2006

CT Corporation

December 21, 2006

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 6811855 SO
Customer Reference 1: 00342.00833
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

~~Meridian Inc. (FL)~~
~~Meridian (Survivor)~~
~~Florida~~

Sunbelt Staffing Solutions, Inc. (FL)
Merger (Discontinuing Company)
Florida

→ 2 Corporations

~~Meridian Inc. (FL)~~
~~Meridian (Survivor)~~
~~Florida~~

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

A handwritten signature in black ink that reads "Ashley A. Mitchell". The signature is written in a cursive style with a large, stylized 'A' and 'M'.

Ashley A. Mitchell
Fulfillment Specialist
Ashley.Mitchell@wolterskluwer.com

ARTICLES OF MERGER

of

SUNBELT STAFFING SOLUTIONS, INC.
(a Florida corporation)

with and into

SOLIANT HEALTH, INC.
(a Georgia corporation)

EFFECTIVE DATE
01-01-07

Pursuant to Section 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act"), Sunbelt Staffing Solutions, Inc., a Florida corporation (the "Merging Entity"), and Soliant Health, Inc., a Georgia corporation (the "Surviving Entity"), hereby submit these Articles of Merger.

FIRST: The exact name, mailing address of its principal office, jurisdiction and document number of the Surviving Entity is as follows:

Soliant Health, Inc., a Georgia corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its Georgia Control Number being K119641.

SECOND: The exact name, mailing address of its principal office, jurisdiction and document number of the Merging Entity is as follows:

Sunbelt Staffing Solutions, Inc., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and Florida Document Number being K62047.

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on January 1, 2007.

FIFTH: The attached Plan of Merger was adopted by the Board of Directors of the Surviving Entity by the unanimous written consent of the Board of Directors dated December 14, 2006 in accordance with the Georgia Business Corporation Code and shareholder approval was not required.

SIXTH: The attached Plan of Merger was adopted by the sole shareholder of the Merging Entity by the written consent of the sole shareholder dated December 14, 2006 in accordance with the applicable laws of the State of Florida.

SEVENTH: The merger is permitted under the laws of the State of Georgia, which is the jurisdiction of the Surviving Entity.

EIGHTH: The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida and the State of Georgia.

FILED
2006 DEC 21 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the parties hereto have caused these Articles of Merger to be executed by their duly authorized officer as of this 14th day of December 2006.

SUNBELT STAFFING SOLUTIONS, INC.

By: Gerald Robinson
Name: Gerald G. Robinson
Title: Vice President, Tax and
Assistant Treasurer

SOLIANT HEALTH, INC.

By: Gerald Robinson
Name: Gerald G. Robinson
Title: Vice President, Tax and
Assistant Treasurer

Exhibit A
PLAN OF MERGER
of
SUNBELT STAFFING SOLUTIONS, INC.
(a Florida corporation)
into
SOLIANT HEALTH, INC.
(a Georgia corporation)

THIS AGREEMENT AND PLAN OF MERGER dated as of December 14, 2006 ("Plan of Merger"), is made and entered into by and between Sunbelt Staffing Solutions, Inc., a Florida corporation (the "Merging Entity"), and Soliant Health, Inc., a Georgia corporation (the "Surviving Entity").

RECITALS

WHEREAS, the Merging Entity is a Florida corporation, and a wholly-owned subsidiary of MPS Group, Inc., a Florida corporation ("MPS");

WHEREAS, the Surviving Entity is a Georgia corporation, and a wholly-owned subsidiary of MPS;

WHEREAS, the parties to this Plan of Merger desire to merge the Merging Entity with and into the Surviving Entity.

NOW THEREFORE, in consideration of the premises and of the mutual agreements herein contained, and other good and value consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows:

ARTICLE I

NAMES OF THE MERGING ENTITY

The exact name, mailing address of its principal office, jurisdiction, and entity type for the Merging Entity is as follows:

Sunbelt Staffing Solutions, Inc., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its FEI being 592944468, and its Florida Document Number being K62047.

ARTICLE II

NAME OF THE SURVIVING ENTITY

The exact name, mailing address of its principal office, jurisdiction, and entity type for the Surviving Entity is as follows:

Soliant Health, Inc., a Georgia corporation, with its principal office at One Independent Drive, Jacksonville, FL 32202, and its FEI being 581970270, and its Georgia Control Number being K119641.

ARTICLE III

MERGER

Subject to the terms and conditions of this Plan of Merger, as of the Effective Time (as defined below), the Merging Entity shall be merged with and into the Surviving Entity (the "Merger") pursuant to the provisions of, and with the effect provided in, the Florida Business Corporation Act (the "Florida Act") and the Georgia Business Corporations Code (the "Georgia Code"). At the Effective Time, the separate existence and organization of the Merging Entity shall cease, and the Surviving Entity shall continue its corporate existence and organization unaffected and unimpaired by the Merger as the surviving entity under the name "Soliant Health, Inc.", and shall continue to be governed by the laws of the State of Georgia.

ARTICLE IV

SHAREHOLDER APPROVAL

This Plan of Merger and any related matters shall be submitted to MPS, the sole shareholder of all of the issued and outstanding capital stock of the Merging Entity. This Plan of Merger and any related matters was approved by the Board of Directors of the Surviving Entity, however approval by the sole shareholder of the Surviving Entity is not required pursuant to the Florida Act and the Georgia Act.

ARTICLE V

FILING ARTICLES OF MERGER AND CERTIFICATE OF MERGER; EFFECTIVE TIME OF THE MERGER

Section 1. Filing Articles of Merger and Certificate of Merger. If this Plan of Merger is adopted by the sole shareholder of the Merging Entity, and this Plan of Merger is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger evidencing the transactions contemplated herein shall be filed and recorded in accordance with the Florida Act, and a Certificate of Merger evidencing the transactions contemplated herein shall be filed and recorded in accordance with the Georgia Code.

Section 2. Effective Time of Merger. The Merger shall be effective at 12:00 A.M., Eastern Standard Time, on January 1, 2007, or, if later, at the time and on the date at which the Articles of Merger are filed with the Florida Department of State and the Certificate of Merger is filed with the Georgia Secretary of State (such date and time being herein referred to as the "Effective Time").

ARTICLE VI

ARTICLES OF ORGANIZATION AND BYLAWS

The Articles of Incorporation and the Bylaws of the Surviving Entity in effect immediately prior to the Effective Time shall be the Articles of Incorporation and the Bylaws of the Surviving Entity upon the Effective Time, in each case until amended in accordance with applicable law.

ARTICLE VII

PURPOSES OF THE SURVIVING ENTITY

The purposes of the Surviving Entity shall be to engage in the activities identified in its Articles of Incorporation and any other activities in which a corporation organized under the Georgia Code may engage.

ARTICLE VIII

BOARD OF DIRECTORS AND OFFICERS

At the Effective Time, the Board of Directors of the Surviving Entity shall consist of those persons serving as directors of record of the Surviving Entity immediately prior to the Effective Time. At the Effective Time, the Officers of the Surviving Entity shall consist of those persons serving as officers of record of the Surviving Entity immediately prior to the Effective Time.

ARTICLE IX

CONVERSION OF SHARES

Section 1. Conversion of the Merging Entity Shares or Interests: At the Effective Time and by virtue of the Merger and without any action on the part of any of the Merging Entity, the Surviving Entity, or the shareholder thereof, each share of the Merging Entity stock outstanding immediately before the Effective Time shall be cancelled and shall cease to exist from and after the Effective Time. No shares of stock of the Surviving Entity or any other consideration shall be issued in exchange therefor.

Section 2. Effect on the Surviving Entity Shares: The Merger shall have no effect on the shares of the Surviving Entity issued and outstanding at the Effective Time, and the authorized capital stock of the Surviving Entity following the Effective Time shall remain the

same as prior to the Effective Time, unless and until the same shall be changed in accordance with Georgia law.

ARTICLE X

FURTHER ASSURANCES

If at any time the Surviving Entity shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Entity title to any property or rights of the Merging Entity, or otherwise carry out the provisions hereof, the proper officers and directors of the Merging Entity as of the Effective Time, and thereafter the officers of the Surviving Entity, acting on behalf of the Merging Entity, shall execute and deliver any and all property assignments, conveyances and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise carry out the provisions hereof.

ARTICLE XI

TERMINATION

This Plan of Merger may be terminated at any time before the Effective Time of the Merger, and whether before or after approval of this Plan of Merger by the sole shareholder of the Merging Entity, if the Boards of Directors of the Merging Entity and Surviving Entity duly adopt resolutions abandoning this Plan of Merger.

ARTICLE XII

MISCELLANEOUS

Section 1. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida applicable to agreements made and entirely to be performed in such jurisdiction. EACH OF THE PARTIES HERETO WAIVES ANY AND ALL RIGHT TO TRIAL BY JURY IN ANY LEGAL PROCEEDING ARISING OUT OF OR RELATING TO THIS PLAN OF MERGER OR THE TRANSACTIONS CONTEMPLATED HEREBY.

Section 2. Binding Agreement. This Plan of Merger and the covenants and agreements herein contained shall inure to the benefit of and shall bind the respective parties hereto and their respective successors and assigns.

Section 3. Entire Agreement. This Plan of Merger contains the entire agreement between the parties hereto with respect to the subject matter hereof, and supersedes all prior agreements and understandings, oral or written, between the parties with respect thereto.

Section 4. Counterparts. This Plan of Merger may be executed in counterparts (including by facsimile transmission), each of which shall be deemed an original but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers as of this 14th day of December 2006.

SUNBELT STAFFING SOLUTIONS, INC.

By: Gerald G. Robinson
Name: Gerald G. Robinson
Title: Vice President, Tax and Assistant Treasurer

SOLIAN HEALTH, INC.

By: Gerald G. Robinson
Name: Gerald G. Robinson
Title: Vice President, Tax and Assistant Treasurer

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