

F9600002980



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 978582 4321862

AUTHORIZATION :

COST LIMIT : \$ 105.00

*Patricia Pyzdek*

ORDER DATE : September 29, 1998

ORDER TIME : 11:51 AM

ORDER NO. : 978582-010

CUSTOMER NO: 4321862

CUSTOMER: Garry Watzke, Esq  
Iron Mountain Incorporated  
Seventh Floor  
745 Atlantic Avenue  
Boston, MA 02111

900002652589--0

FILED  
98 SEP 30 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

WOLF ADVISORY INTERNATIONAL,  
INC.

INTO

ARCUS STAFFING RESOURCES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*Dee 10/1*

RECEIVED  
98 SEP 30 PM 1:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WOLF ADVISORY INTERNATIONAL, INC., a Florida corporation, V65115

into

**ARCUS STAFFING RESOURCES, INC.,** a Delaware corporation  
F96000002980

File date: September 30, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032      Account charged: 70.00

**ARTICLES OF MERGER  
OF  
WOLF ADVISORY INTERNATIONAL, INC.  
(a Florida corporation)  
AND  
ARCUS STAFFING RESOURCES, INC.  
(a Delaware corporation)**

**FILED**  
98 SEP 30 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation hereinafter named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Wolf Advisory International, Inc., a Florida corporation ("Wolf"), Wolf Advisory International, Ltd., a Pennsylvania corporation, and Trinity Holdings Corp., a California corporation, with and into Arcus Staffing Resources, Inc., a Delaware corporation ("Arcus").

2. The shareholders of Wolf entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on September 25, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Wolf with and into Arcus is permitted by the laws of the jurisdiction of organization of Arcus and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Arcus was September 25, 1998.

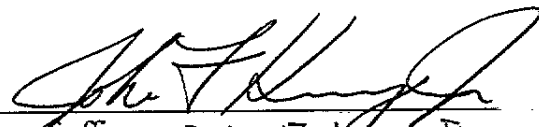
4. The effective time and date of the merger herein provided for in the state of Delaware shall be 11:59 p.m. on September 30, 1998.

Executed on September 25, 1998.

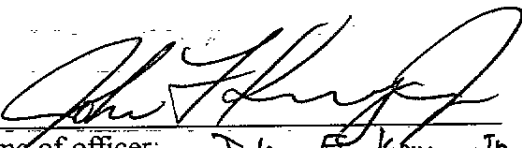
Wolf Advisory International, Inc.,  
a Florida corporation

Arcus Staffing Resources, Inc.,  
a Delaware corporation

By

  
Name of officer: John F. Keany, Jr.  
Title of officer: Executive Vice President

By

  
Name of officer: John F. Keany, Jr.  
Title of officer: Executive Vice President

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, dated this 25<sup>th</sup> day of September, 1998 (the "Agreement"), by and among ARCUS STAFFING RESOURCES, INC., a Delaware corporation ("ARCUS"), WOLF ADVISORY INTERNATIONAL, INC., a Florida corporation ("WOLF INC."), WOLF ADVISORY INTERNATIONAL, LTD., a Pennsylvania corporation ("WOLF LTD.") and TRINITY HOLDINGS CORP., a California corporation ("TRINITY"), is entered into pursuant to Section 252 of the General Corporation Law of the State of Delaware, the Florida Business Corporation Act, Sections 1921 and 1922 of the Business Corporation Law of the State of Pennsylvania and the General Corporations Law of the State of California. ARCUS, WOLF INC., WOLF LTD. and TRINITY are hereinafter sometimes collectively referred to as the "Constituent Corporations".

### **WITNESSETH:**

**WHEREAS**, ARCUS is a corporation duly organized and existing under the laws of the State of Delaware, with an authorized capital of 100 shares of common stock, par value \$.01 per share, of which 100 shares are outstanding, all of which are fully paid and nonassessable;

**WHEREAS**, WOLF INC. is a corporation duly organized and existing under the laws of the State of Florida, with an authorized capital of 7,500 shares of common stock, par value of \$1.00 per share ("WOLF INC. STOCK"), of which 100 shares are outstanding, all of which are fully paid and nonassessable;

**WHEREAS**, WOLF LTD. is a corporation duly organized and existing under the laws of the State of Pennsylvania, with an authorized capital of 2,000 shares of common stock, \$1.0 par value per share ("WOLF LTD. STOCK"), of which 1,000 shares are outstanding, all of which are fully paid and nonassessable;

**WHEREAS**, TRINITY is a corporation duly organized and existing under the laws of the State of California, with an authorized capital of 1,000,000 shares of common stock, no par value per share ("TRINITY STOCK"), of which 200,000 shares are outstanding, all of which are fully paid and nonassessable;

**WHEREAS**, the Board of Directors of ARCUS, WOLF INC., WOLF LTD. and TRINITY deem it advisable that WOLF INC. WOLF LTD. and TRINITY merge with and into ARCUS (the "Merger"), with ARCUS as the surviving corporation; and

**WHEREAS**, this Agreement and Plan of Merger does not amend in any respect the Certificate of Incorporation of ARCUS, each share of ARCUS outstanding immediately prior to the effective date of the Merger will continue to be outstanding after the effective date of the Merger, and no shares of ARCUS, as the surviving corporation, are to be issued or delivered under this Agreement;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements, provisions, covenants and grants contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

1. Each of WOLF INC., WOLF LTD. and TRINITY shall be merged with and into ARCUS pursuant to Section 252 of the General Corporation Law of the State of Delaware, the Florida Business Corporation Act, Sections 1921 and 1922 of the Business Corporation Law of the Commonwealth of Pennsylvania and the General Corporation Law of the State of California. ARCUS shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware. The separate existence of each of WOLF INC., WOLF LTD. and TRINITY shall cease forthwith at the Effective Time (defined below). The mergers of each of WOLF INC., WOLF LTD. and TRINITY with and into ARCUS are referred to collectively herein as the "Mergers".

2. Submission to Stockholders. Concurrently with the execution of this Agreement the stockholders of each of the Constituent Corporations approved and adopted this Agreement and Plan of Merger in accordance with and to the extent required by the Delaware General Corporation Law, the Florida Business Corporation Act, the Business Corporation Law of the Commonwealth of Pennsylvania and the General Corporation Law of the State of California, respectively, and in compliance with all other applicable provisions of law.

3. Filing of Agreement. Upon the adoption of this Agreement, the Chairmen of the Board and Chief Executive Officers, the President or any Executive Vice President or Vice President and Secretary of the Constituent Corporations shall sign a certificate of merger, certifying under the penalties of perjury that this Agreement has been executed by and on behalf of each Constituent Corporation and has been duly adopted under the laws of the State of Delaware, and such certificate shall be filed in the office of the Secretary of State of the State of Delaware. Certificates of merger, articles of merger and/or copies of the Agreement and Plan of Merger as required under Florida Business Corporation Act, the Business Corporation Law of the Commonwealth of Pennsylvania and the General Corporation Law of the State of California laws of the states of Florida, Pennsylvania and California shall also be executed and filed as required under applicable law. Such filings shall be made by the duly appointed officers or employees of the Constituent Corporations.

4. Effective Date. This Agreement and the Merger shall take effect as of 11:59 p.m. on September 30, 1998 (the "Effective Date").

5. Corporate Existence and Name of Surviving Corporation. On the Effective Date, each of WOLF INC., WOLF LTD. and TRINITY shall be merged with and into ARCUS in accordance with the applicable provisions of the General Corporation Law of the State of Delaware and the Florida Business Act, the Business Corporation Law of the Commonwealth of Pennsylvania and the General Corporation Law of the State of California. The identity, existence, purposes, powers, franchises, rights and immunities of ARCUS shall, except as otherwise expressly provided in this Agreement, continue unaffected and unimpaired by the Mergers; the identity, existence, purposes, powers, franchises, rights and immunities of each of WOLF INC., WOLF LTD. and TRINITY shall be merged into ARCUS, and ARCUS shall by fully vested therewith. ARCUS shall continue to exist under the name "Arcus Staffing Resources, Inc." and to exist under, and be governed by, the laws of the State of Delaware. ARCUS is sometimes hereinafter referred to as the "Surviving Corporation". The separate authority and existence of each of WOLF INC., WOLF LTD. and TRINITY shall cease on the Effective Date.

6. Charter Documents of Surviving Corporation. On the Effective Date, the Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of ARCUS.

7. By-Laws of Surviving Corporation. On the Effective Date, the By-Laws of the Surviving Corporation shall be the By-Laws of ARCUS.

8. Directors and Officers of Surviving Corporation. On the Effective Date, the officers and directors of ARCUS shall continue to serve as officers and directors of the Surviving Corporation until their successors shall have been elected and shall have duly qualified or as otherwise provided in the By-Laws of the Surviving Corporation.

9. Manner of Converting Stock upon Merger. On the Effective Date, each share of WOLF INC. STOCK, WOLF LTD. STOCK and TRINITY STOCK that is issued and outstanding immediately prior to the Effective Date shall be cancelled without payment of any consideration therefor and without any conversion thereof. Shares of ARCUS outstanding on the Effective Date shall not be converted, but shall remain outstanding as shares of common stock of the Surviving Corporation.

10. Abandonment of Merger. Notwithstanding any other provision herein contained, this Agreement and the Merger contemplated hereby may be terminated and abandoned by vote of the Board of Directors of the Constituent Corporations to terminate and abandon the Merger, at any time after the adoption of this Agreement and prior to the close of business on the Effective Date.

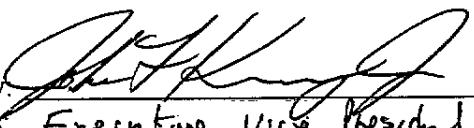
11. Governing Law. Except to the extent and as explicitly required by the Florida Business Corporation Law, the Business Corporation Law of the Commonwealth of Pennsylvania and the General Corporation Law of the State of California, this Agreement shall be deemed to be a contract made under and to be construed in accordance with and governed by the laws (other than the law governing conflict of law matters) of the State of Delaware.

12. Further Assurances. Each party hereto agrees to execute and deliver such other writings, documents, opinions of counsel, certificates, notices and such other instruments as are reasonably required in order to vest or perfect in, or to confirm of record or otherwise to, ARCUS title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of WOLF INC., WOLF LTD. and TRINITY to carry out the intent and purposes of this Agreement.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be signed in their respective corporate names by their duly authorized officers, and their seals to be hereunto affixed all as of the day and year first above written.


Arcus Staffing Resources, Inc.,  
a Delaware corporation

[SEAL]

By:   
Its: Executive Vice President

Wolf Advisory International, Inc.,  
a Florida corporation

[SEAL]

By:   
Its: Executive Vice President

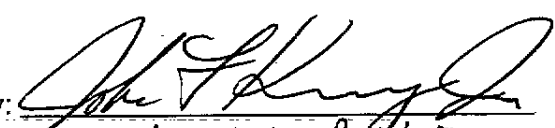
Wolf Advisory International, Ltd.,  
a Pennsylvania corporation

[SEAL]

By:   
Its: Executive Vice President

Trinity Holdings Corp.,  
a California corporation

[SEAL]

By:   
Its: Executive Vice President