

F97000003500

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

JMB ENTERPRISES, INC., a FL corp., #M61625

INTO

**PARADYME EMPLOYER RESOURCES, INC., a South Carolina corporation,
F97000003500**

File date: July 31, 1997

Corporate Specialist: Susan Payne

JUL-31-97 12:44 From: GREENBERG TRAUIG

5516590488

T-287 P.01/04 Job-224

7/31/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:28 PM

((H97000012514 0)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: GREENBERG TRAUIG (WEST PALM BEACH) ACCT#: 075201001473
CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHORPE
PHONE: (561)650-7900 FAX #: (561)655-6222

NAME: PARADYME EMPLOYER RESOURCES, INC.
AUDIT NUMBER.....H97000012514
DOC TYPE.....MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
COMPSERV.ASX | ANSI | FDX | 9600 E71 | LOG CLOSED | PRT OFF | ANY_PORT

FILED OF STATES
SECRETARY OF CORPORATIONS
97 JUL 31 PM 3:35

*Fic. name will
either cancel on
its own
or a cancellation
will be filed.*

RECEIVED
97 JUL 31 PM 2:01
DIVISION OF CORPORATIONS

58

merger

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 31 PM 3:35

**ARTICLES OF MERGER
OF
JMB ENTERPRISES, INC. (D/B/A EMPLOYER RESOURCES, INC.),
a Florida corporation
INTO
PARADYME EMPLOYER RESOURCES, INC.,
a South Carolina corporation**

Pursuant to Chapter 607 of the Florida Business Corporation Act (the "Act"), JMB Enterprises, Inc. (d/b/a Employer Resources, Inc.), a Florida corporation ("ERI"), and Paradyme Employer Resources, Inc., a South Carolina corporation ("Paradyme"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of ERI with and into Paradyme.

FIRST: The Plan of Merger, pursuant to Sections 607.1101 and 607.1107 of the Act, is attached hereto as Exhibit A.

SECOND: Pursuant to the requirements of Section 607.1103 of the Act, the Board of Directors and Shareholders of ERI approved the Plan of Merger by their respective unanimous written consents dated June 20, 1997.

THIRD: Pursuant to the requirements of Section 33-11-103 of the South Carolina Business Corporation Act of 1988, as amended, the Board of Directors and Shareholders of Paradyme approved the Plan of Merger by their respective unanimous written consents dated July 2, 1997.

IN WITNESS WHEREOF, ERI and Paradyme have caused these Articles of Merger to be signed in the corporate names by their respective officers, duly authorized as of the 31st day of July, 1997.

**JMB ENTERPRISES, INC.,
a Florida corporation**

By: 
Joseph M. Blubaugh, III, President

**PARADYME EMPLOYER RESOURCES,
INC., a South Carolina corporation**

By: 
Timothy B. Faber, Chairman of the Board,
President and Chief Executive Officer

Allan Salovin, Esq.
777 S. Flagler Dr., Suite 310E
West Palm Beach, FL 33401
(561) 650-7916
FL Bar # 234966
H97000012514

EXHIBIT APLAN OF MERGER

PLAN OF MERGER between **JMB ENTERPRISES, INC. ("JMB")**, a business corporation incorporated under the laws of the State of Florida, and **PARADYME EMPLOYER RESOURCES, INC. ("Paradyme")**, a business corporation incorporated under the laws of the State of South Carolina. The effective date of the merger shall be the earlier date of the filing of the Articles of Merger by the Department of State of the State of South Carolina or of the filing of the Articles of Merger by the Department of State of the State of Florida.

1. JMB and Paradyme shall, pursuant to the provisions of the Business Corporation Act of the State of Florida and the provisions of the Business Corporation Act of the State of South Carolina, be merged with and into a single corporation, to wit, Paradyme, which shall be the surviving corporation upon the effective date of the merger in the jurisdiction of its organization (sometimes hereinafter referred to as the "surviving corporation") pursuant to the provisions of the Business Corporation Act of the State of South Carolina. The separate existence of JMB shall cease upon the effective date of the merger in accordance with the provisions of both the Business Corporation Act of the State of South Carolina and the Business Corporation Act of the State of Florida.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Act of the State of South Carolina.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of South Carolina.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, 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 of the surviving corporation.

5. (a) The existing authorized capital of JMB is divided into 20,000 shares of Common Stock with a par value of \$1.00 each. The issued and outstanding capital of JMB is 5,494 shares of Common Stock. Each outstanding share of Common Stock of JMB has one (1) vote per share.

(b) The existing authorized capital of Paradyme is 100 shares of Common Stock. The outstanding capital of Paradyme is 100 shares of Common Stock. Each outstanding share of Common Stock of Paradyme has one (1) vote per share.

6. On the effective date of the merger:

(a) Each issued and outstanding share of JMB shall upon the effective date of the merger be converted and exchanged into the right to receive 80.63341827 shares of Common Stock, \$.01 par value, of Paradyme Human Resources Corporation, a Delaware corporation ("PHRC"), the holder of all of the outstanding Common Stock of Paradyme, and \$295.63 in cash payable to the holder thereof, without interest thereon.

(b) No fractional shares of Common Stock of PHRC shall be issued but in lieu thereof a shareholder of JMB shall receive cash in the amount of the product of the fraction multiplied by \$3.67.

(c) If any holder of Common Stock of JMB shall have objected to the merger and elected to exercise appraisal rights in accordance with the provisions of Section 607.1230 of the Florida Business Corporation Act, then such shareholder shall receive the consideration described in paragraph (a) above except to the extent otherwise provided in Section 607.1320 of the Florida Business Corporation Act.

7. In the event that this Plan of Merger shall have been fully approved and adopted upon behalf of JMB in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida, and, in the event that this Plan of Merger shall have been duly approved and adopted upon behalf of Paradyme in accordance with the provisions of the Business Corporation Act of the State of South Carolina and that the merger of Paradyme with and into JMB shall have been fully authorized in accordance with the provisions of said Business Corporation Acts, JMB and Paradyme will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the laws of the State of South Carolina and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. Any officer of JMB and any officer of Paradyme is hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the Business Corporation Act of the State of Florida and Articles of Merger upon behalf of said corporations respectively, in conformity with the provisions of the Business Corporation Act of the State of South Carolina.

9. Notwithstanding the full approval and adoption of this Plan of Merger on behalf of JMB in accordance with the provisions of the Business Corporation Act of the State of Florida and the full adoption of this Plan of Merger on behalf of Paradyme in accordance with the provisions of the Business Corporation Act of the State of South Carolina, this Plan of Merger may be terminated at any time prior to the effective date of the merger, as provided in a merger Agreement among JMB, Paradyme, PHRC, and the shareholders of JMB.