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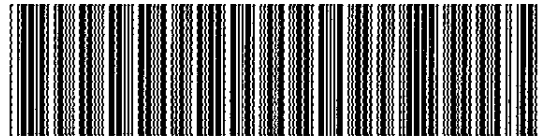
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11/24/03--01110--003 **8.75

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03 NOV 24 PM 12:54
DIVISION OF CORPORATION

EFFECTIVE DATE
12-31-03

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03 NOV 24 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. O'Connell NOV 24 2003

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Amstaff Human Resources

Signature _____

Requested by: AW

11/24

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF MERGER

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, these Articles of Merger are entered into and adopted by and between **AMSTAFF HUMAN RESOURCES, INC. I**, a Florida corporation, and **AMSTAFF HUMAN RESOURCES, INC. II**, a Florida corporation, for the purpose of merging them into one corporation.

1. The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted the attached Plan of Merger.

2. The name of the surviving corporation is **AMSTAFF HUMAN RESOURCES, INC. I**.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103, *Florida Statutes*.

4. The Plan of Merger is effective for accounting purposes at 11:59 p.m., December 31, 2003.

5. The Plan of Merger was adopted on the 18th day of November, 2003, by unanimous action of the sole stockholder and the directors of **AMSTAFF HUMAN RESOURCES, INC. I**.

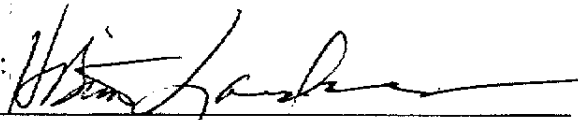
6. The Plan of Merger was adopted on the 18th day of November, 2003, by unanimous action of the sole stockholder and the directors of **AMSTAFF HUMAN RESOURCES, INC. II**.

EFFECTIVE DATE
12-31-03

SIGNATURE PAGE FOR ARTICLES OF MERGER
BETWEEN AMSTAFF HUMAN RESOURCES, INC. I
AND AMSTAFF HUMAN RESOURCES, INC. II

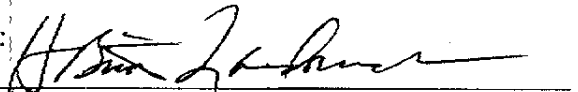
DATED on the dates set forth below.

AMSTAFF HUMAN RESOURCES, INC. I

By: 
H. Britt Landrum, Jr., President

Date: 11/18/03, 2003

AMSTAFF HUMAN RESOURCES, INC. II

By: 
H. Britt Landrum, Jr., President

Date: 11/18/03, 2003

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into between **AMSTAFF HUMAN RESOURCES, INC. I**, a Florida corporation, (hereinafter "AMSTAFF I"), and **AMSTAFF HUMAN RESOURCES, INC. II**, a Florida corporation, (hereinafter "AMSTAFF II").

STIPULATIONS

A. AMSTAFF I and AMSTAFF II are corporations organized and existing under the laws of the State of Florida, with principal offices at 6723 Plantation Road, Pensacola, Florida 32504.

B. AMSTAFF I and AMSTAFF II are wholly-owned, qualified subchapter S subsidiaries of Landrum Human Resource Companies, Inc., a Florida corporation (hereinafter "Landrum").

C. The boards of directors of AMSTAFF I and AMSTAFF II deem it desirable and in the best business interests of the corporations and its stockholder that AMSTAFF II be merged into AMSTAFF I pursuant to the provisions of Sections 607.1101 et seq., *Florida Statutes*, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

Section 1. Merger. AMSTAFF II shall merge with and into AMSTAFF I and AMSTAFF I shall be the surviving corporation.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of AMSTAFF II shall cease, and AMSTAFF I shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of AMSTAFF II without the necessity for any separate transfer. AMSTAFF I shall thereafter be responsible and liable liabilities and obligations of AMSTAFF II and neither the rights of creditors nor any liens on the property of AMSTAFF II shall be impaired by the merger.

Section 3. Conversion of Shares of Stock. Landrum is the sole shareholder of AMSTAFF I and AMSTAFF II. Landrum shall surrender its shares of stock in AMSTAFF II and said shares of stock shall be cancelled of record. Because Landrum will continue to be the sole shareholder of AMSTAFF I, the surviving corporation, no additional stock in AMSTAFF I will be issued to Landrum in exchange for its stock in AMSTAFF II.

Section 4. Changes in Articles of Incorporation. The Articles of Incorporation of AMSTAFF I shall continue to be its Articles of Incorporation following the effective date of the merger.

Section 5. Changes in Bylaws. The Bylaws of AMSTAFF I shall continue to be its Bylaws following the effective date of the merger.

Section 6. Directors and Officers. The directors and officers of AMSTAFF I as of the effective date of the merger shall continue to be as follows:

H. Britt Landrum, Jr.
Elizabeth Nell D. Landrum
Michael A. Perkins

President/Director
Secretary/Director
Vice President

Section 7. Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

Section 8. Effective Date of Merger. The effective date of this merger for accounting purposes shall be at 11:59 p.m., December 31, 2003.

Section 9. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

This Plan of Merger has been executed by the parties hereto on the dates set forth below.

AMSTAFF HUMAN RESOURCES, INC. I

By: 
H. Britt Landrum, Jr., President

Date: November 18, 2003

AMSTAFF HUMAN RESOURCES, INC. II

By: 
H. Britt Landrum, Jr., President

Date: November 18, 2003