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MERGER OR SHARE EXCHANGE

AMERICAN EMPLOYEE LEASING II, INC.

Certificate of Status	0
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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

AEL ACQUISITION SUB II, INC., a Florida corporation, document number
P00000020974

INTO

AMERICAN EMPLOYEE LEASING II, INC., a Florida entity, J36209

File date: April 4, 2000

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER
OF
AEL ACQUISITION SUB II, INC., a Florida corporation
INTO
AMERICAN EMPLOYEE LEASING II, INC., a Florida corporation**

Pursuant to the provisions of Section 607.1101 and Section 607.1105 of the Florida Business Corporation Act, AEL ACQUISITION SUB II, INC., a Florida corporation ("Acquisition"), and AMERICAN EMPLOYEE LEASING II, INC., a Florida corporation ("AEL" or the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging Acquisition with and into the Surviving Corporation (the "Merger"). All of the outstanding shares of common stock of Acquisition are held by Globalaxxess.com, Inc., a Florida corporation ("Parent"). The Parent, Acquisition, AEL, the sole shareholder of AEL and certain other parties are parties to an Agreement and Plan of Merger dated March 28, 2000 (the "Merger Agreement") pursuant to which the parties have prepared and caused to be filed these Articles of Merger.

FIRST: The plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 607.1101 of the Florida Business Corporation Act (the "FBCA"), is as set forth in these Articles of Merger, including Exhibit A hereto, which Exhibit is incorporated herein and constitutes part of these Articles of Merger.

SECOND: The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, by virtue of the Merger and without any action on the part of AEL, Acquisition or Parent or other parties to the Merger Agreement, (i) Acquisition shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation of the Merger and

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the separate existence of Acquisition shall thereupon cease, (ii) all of the shares of capital stock of AEL outstanding immediately prior to the Effective Time shall be automatically cancelled and converted, in the aggregate, into the right to receive an aggregate cash payment of \$70,000, which cash payment shall be delivered to the shareholder of AEL as provided in and subject to the terms of the Merger Agreement, and (iii) all of the outstanding shares of capital stock of Acquisition shall be converted into 1,000 shares of common stock, par value \$1.00 per share, of the Surviving Corporation. The Merger shall have the effects set forth in Section 607.1106 of the FBCA, and all property, rights, privileges, policies and franchises of each of AEL and Acquisition shall vest in the Surviving Corporation and all debts, liabilities and duties of each of AEL and Acquisition shall become the debts, liabilities and duties of the Surviving Corporation.

THIRD: The Articles of Incorporation of AEL as in effect immediately prior to the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation upon and following the Effective Time until thereafter amended in accordance with applicable law; provided, however, that the Articles of Incorporation of the Surviving Corporation shall be and hereby are amended as follows: (a) "Article IV - Preemptive Rights" is hereby deleted and removed in its entirety and shall have no force or effect, and (b) "Article IX - Restrictions on Transfer of Stock" is hereby deleted and removed in its entirety and shall have no force or effect.

FOURTH: The Bylaws of AEL as in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation upon and following the Effective Time, until thereafter amended in accordance with applicable law.

FIFTH: From and after the Effective Time, the respective directors and officers of the Surviving Corporation shall be as set forth in Exhibit A hereto, in each case until their respective

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successors are duly elected or appointed and qualify in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation and as otherwise provided by applicable law.

SIXTH: The Plan of Merger was approved by the Board of Directors and the sole shareholder of Acquisition as of March, 28, 2000, and by the Board of Directors and the sole shareholder of AEL as of March 28, 2000.

* * * * *

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EXHIBIT A**Officers and Directors of Surviving Corporation****OFFICERS**

<u>Name</u>	<u>Office(s)</u>
Patsy F. Brown	President Secretary
Stephen M. Musco	Treasurer

DIRECTORS

Patsy F. Brown
Stephen M. Musco

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IN WITNESS WHEREOF, each of Acquisition and AEL have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, as of this 28th day of March, 2000.

AEL ACQUISITION SUB II, INC.

By: _____

Name: Benjamin HornTitle: President**AMERICAN EMPLOYEE LEASING II, INC.**By: Patsy F. BrownName: Patsy F. BrownTitle: President

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IN WITNESS WHEREOF, each of Acquisition and AEL have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, as of this 28th day of March, 2000.

AEL ACQUISITION SUB II, INC.

By: 

Name: Benjamin Horn

Title: President

AMERICAN EMPLOYEE LEASING II, INC.

By: _____

Name: Patsy P. Brown

Title: President

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