

# J46369

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(City/State/Zip/Phone #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 DEC 21 PM 12:37

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2006 DEC 21 AM 11:28

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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*Merger*

C. Coulliette DEC 21 2006



CT

a Wolters Kluwer business

CT  
1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctlegalsolutions.com

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:

Modis, Inc. (FL)  
Merger (Survivor)  
Florida

→ 2 Corporations

~~Sunbelt Staffing Solutions, Inc. (FL)~~  
~~Modis (Discontinued Company)~~  
~~Florida~~

~~MPS Group, Inc. (FL)~~  
~~Modis (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.



CT

a Wolters Kluwer business

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1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
[www.ctlegalsolutions.com](http://www.ctlegalsolutions.com)

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
[Ashley.Mitchell@wolterskluwer.com](mailto:Ashley.Mitchell@wolterskluwer.com)

**ARTICLES OF MERGER**

of

**DATA MANAGEMENT CONSULTANTS, INC.**  
(a Missouri corporation)

with and into

**EFFECTIVE DATE**

**01-01-07**

**MODIS, INC.**

(a Florida corporation)

FILED  
2006 DEC 21 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105, 607.1104 and 607.1107 of the Florida Business Corporation Act (the "Act"), Modis, Inc., a Florida corporation (the "Surviving Entity"), and Data Management Consultants, Inc., a Missouri corporation and wholly-owned subsidiary of the Surviving Entity (the "Merging Entity"), hereby submit these Articles of Merger.

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

Modis, Inc., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its Florida Document Number being J46369.

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

Data Management Consultants, Inc., a Missouri corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its Missouri Charter Number being 00283605.

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

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

**FIFTH:** The Plan of Merger was adopted by the Board of Directors of the Surviving Entity pursuant to a written consent dated December 14, 2006 in accordance with the applicable laws of the State of Florida and shareholder approval was not required.

**SIXTH:** The Plan of Merger was adopted by Board of Directors of the Merging Entity pursuant to a written consent dated December 14, 2006 in accordance with The General and Business Corporation Law of Missouri and shareholder approval was not required.

**SEVENTH:** The merger is permitted under the laws of the State of Missouri, which is the jurisdiction of the Merging 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 Missouri.

**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.

**DATA MANAGEMENT CONSULTANTS, INC.**

By: 

Name: Gregory D. Holland

Title: Vice President and Secretary

**MODIS, INC**

By: 

Name: Gregory D. Holland

Title: Vice President and Secretary

**Exhibit A**  
**PLAN OF MERGER**  
**of**  
**DATA MANAGEMENT CONSULTANTS, INC.**  
**(a Missouri corporation)**  
**into**  
**MODIS, INC.**  
**(a Florida corporation)**

THIS AGREEMENT AND PLAN OF MERGER dated as of December 14, 2006 ("Plan of Merger"), is made and entered into by and between Data Management Consultants, Inc., a Missouri corporation (the "Merging Entity"), and Modis, Inc., a Florida corporation (the "Surviving Entity").

**RECITALS**

WHEREAS, the Merging Entity is a Missouri corporation, and a wholly-owned subsidiary of the Surviving Entity;

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:

Data Management Consultants, Inc., a Missouri corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its FEI being 43-1375959 and its Missouri Charter Number being 00283605.

## 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:

Modis, Inc., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its FEI being 650000600, and its Florida Document Number being J46369.

## 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 General and Business Corporation Law of Missouri (the "Missouri Act"). 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 "Modis, Inc.", and shall continue to be governed by the laws of the State of Florida.

## ARTICLE IV

### SHAREHOLDER APPROVAL

Pursuant to Section 607.1104 of the Florida Act and Section 351.447 of the Missouri Act, approval of this Plan of Merger by the shareholders of either of the Surviving Entity or the Merging Entity is not required. This Plan of Merger, and any related matters, was approved by the Board of Directors of the Surviving Entity and by the Board of Directors of the Merging Entity. Shareholders of the Merging Entity, which is the wholly-owned subsidiary of the Surviving Entity, who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the Florida Act, may be entitled, if they comply with the provisions of the Florida Act regarding appraisal rights, to be paid the fair value of their shares.

## 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 not hereafter 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 Summary Articles of Merger evidencing the transactions contemplated herein shall be filed and recorded in accordance with the Missouri Act.

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 Summary Articles of Merger are filed with the Missouri 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 Florida Act 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: 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 shareholders 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 Florida 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 Agreement may be terminated at any time before the Effective Time of the Merger 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.

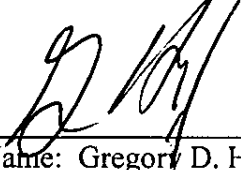
Section 2. Binding Agreement. This Plan of Merger and the covenants and agreements herein contained shall inure to the benefit of and shall bind the respective parties hereto and their respective successors and assigns.

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.

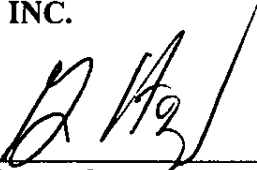
Section 4. Counterparts. This Plan of Merger may be executed in counterparts (including by facsimile transmission), each of which shall be deemed an original but all of which shall constitute one and the same instrument.

**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.

**DATA MANAGEMENT CONSULTANT, INC.**

By:   
Name: Gregory D. Holland  
Title: Vice President and Secretary

**MODIS, INC.**

By:   
Name: Gregory D. Holland  
Title: Vice President and Secretary

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