

Document Number Only

J46829

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Merge

Emjay.com, Inc.

Emerging 2000 ESSE Company Service Inc.

☐ Profit

☒ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

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TO

JEFFREY D. BUTTERFIELD

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-03/18/99--01057--013

\*\*\*\*\*70.00 \*\*\*\*\*70.00

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

EMJAY CAREERS, INC., a Delaware corporation not authorized to transact  
business in Florida

INTO

**ESSEX COMPUTER SERVICE, INC.**, a Florida corporation, J46829.

File date: March 18, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER  
OF  
EMJAY CAREERS, INC.  
INTO  
ESSEX COMPUTER SERVICE, INC.

FILED  
99 MAR 18 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as the Executive Vice President of Essex Computer Service, Inc., a Florida corporation (hereinafter referred to as "Essex"), as and for the purpose of complying with the provisions of Chapter 607 of the Florida Statutes and in order to effectuate the merger of EMJAY Careers, Inc., a Delaware corporation ("Careers"), and Essex, with Essex as the surviving corporation (the "Surviving Corporation"), hereby certify as follows:

FIRST: The name of the Surviving Corporation is Essex Computer Service, Inc., and the place of its organization is the jurisdiction of the State of Florida, the laws of which permit this merger.

SECOND: The name and place of organization of the entity being merged into the Surviving Corporation is EMJAY Careers, Inc., organized in the jurisdiction of the State of Delaware, the laws of which permit this merger.

THIRD: A plan of merger was adopted by each entity that is a party to this merger and is attached hereto.

FOURTH: The plan of merger was adopted by the board of directors and stockholders of Essex by unanimous consent on December 31, 1998.

FIFTH: The plan of merger was adopted by the board of directors and stockholders of Careers by unanimous consent on December 31, 1998.

SIXTH: The merger shall be effective on the date these Articles of Merger are filed with the Florida Department of State.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned, being the duly authorized officers of each of the constituent corporations have executed this document this 12<sup>th</sup> day of March, 1999.

**ESSEX COMPUTER SERVICE, INC.,**  
a Florida corporation

By: Gordon Y. Allison  
Gordon Y. Allison, Executive Vice President

**EMJAY CAREERS, INC.,**  
a Delaware corporation

By: Gordon Y. Allison  
Gordon Y. Allison, Executive Vice President

## PLAN OF MERGER

Plan of Merger ("Plan"), dated December 31, 1998, among Essex Computer Service, Inc., a Florida corporation and EMJAY Careers, Inc., a Delaware corporation ("Careers"). Essex and Careers are herein sometimes collectively referred to as the "Constituent Corporations."

### RECITALS

This Plan is made with reference to the following facts and circumstances existing as of the date hereto:

- (a) Essex is a corporation organized and existing under the laws of the State of Florida;
- (b) Careers is a corporation organized and existing under the laws of the State of Delaware;
- (c) The authorized capital stock of Essex consists of 500 shares of common stock having a par value of \$1.00 per share, of which on the date hereof, 300 shares are issued and outstanding and no treasury shares are held by Essex ("Essex Stock");
- (d) The authorized capital stock of Careers consists of 3,000 shares of common stock having a par value of \$.01 per share, of which 10 shares are issued and outstanding and no treasury shares are held by Careers ("Careers Stock");
- (e) The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the stockholders of the Constituent Corporations that Essex acquire Careers through a merger (herein sometimes referred to as the "Merger") of Careers with and into Essex and do hereby agree that Careers be merged into a single corporation which shall be Essex, one of the Constituent Corporations, pursuant to Section 252 of the Delaware General Corporation Law and Chapter 607 of the Florida Statutes, and do hereby agree upon, prescribe and set forth the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and the basis of converting the shares of Careers into shares of Essex, as follows:

### SECTION I NAME OF SURVIVING CORPORATION; ARTICLES OF INCORPORATION; BYLAWS; DIRECTORS AND OFFICERS

**1.1 *Surviving Corporation.*** At the time of Merger, Careers shall be merged with and into Essex. Essex shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation"), and the separate existence of Careers shall cease.

**1.2 *Certificate of Incorporation.*** The Certificate of Incorporation of Essex in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective Time, be and continue to be the Certificate of Incorporation of the Surviving Corporation unless and until changed as therein provided.

**1.3 *Bylaws.*** The Bylaws of Essex in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective Time, be and continue to be the Bylaws of the Surviving Corporation unless and until changed as therein provided.

**1.4 Directors.** The Board of Directors of the Surviving Corporation shall consist of the following persons:

Clete T. Brewer  
Gordon Y. Allison

The Directors of the Surviving Corporation shall hold office subject to the provisions of the laws of the State of Florida and of the Articles of Incorporation and Bylaws of Surviving Corporation.

**1.5 Officers.** The officers of Essex in office at the Effective Time shall continue as the officers of the Surviving Corporation in the same capacity or capacities, and effective upon the Effective Time of the Merger, each of such officers to serve, subject to the provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation, until his or her successor is duly elected and qualified.

**1.6 Vacancies.** If, on the Effective Time, a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation by reason of death or inability to act, or for any other reason, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

## **SECTION II EFFECT OF MERGER ON CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS**

**2.1 Status of Constituent Corporation Securities.** On the effective date of the merger, all of the outstanding shares of Careers shall be cancelled such that StaffMark, Inc., the sole shareholder of each of the Constituent Corporations, remains the sole shareholder of all of the issued and outstanding stock of the Surviving Corporation.

## **SECTION III BOARD OF DIRECTORS AND SHAREHOLDER APPROVAL**

This Plan of Merger shall be submitted for consideration and vote by the Board of Directors and stockholders of each of the Constituent Corporations, and if adopted by the requisite votes of the Board of Directors and stockholders of each of the Constituent Corporations, it shall be signed by the Executive Vice President of each of the Constituent Corporations. This Plan of Merger so adopted and acknowledged shall be on file in the office of the Surviving Corporation and the officers of each of the Constituent Corporations shall execute all such other documents and shall take all such other action as may be necessary to make this Plan of Merger effective, including in addition to or in lieu of filing this Plan of Merger, filing a Certificate or Articles of Merger with the appropriate Secretary of State for each of the Constituent Corporations. This Plan of Merger shall be effective for accounting purposes as of 9:00 a.m., Central Standard Time, December 31, 1998.

#### **SECTION IV EFFECT OF MERGER**

**4.1 *Surviving Corporation/Principal Office.*** At the time of the Merger, the separate existence of Careers shall cease, and the corporate existence and identity of Essex shall continue as the Surviving Corporation. The Surviving Corporation's principal office will be located at 4700 N. State Road 7, Suite 206, Fort Lauderdale, Florida, 33319.

**4.2 *Effect of Merger.*** The Surviving Corporation, without further action, shall succeed to all the rights, privileges, powers and franchises of a public as well of a private nature, and be subject to all restrictions, disabilities and duties, of each of the Constituent Corporations; and all rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to each Constituent Corporation on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Corporation, shall be vested in the Surviving Corporation.

#### **SECTION V ABANDONMENT OF MERGER**

Notwithstanding the approval of this Plan of Merger by the Boards of Directors or stockholders of Careers and Essex, the Merger may be abandoned and this Plan of Merger may terminate at any time prior to the filing of the Certificate or Articles of Merger with the appropriate Secretary of State by mutual agreement of the Boards of Directors of the Constituent Corporations.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed in their respective corporate names by their respective duly authorized officers, all as of the day and year first above written.

**ESSEX COMPUTER SERVICE, INC.,**  
a Florida corporation

By: Gordon Y. Allison  
Gordon Y. Allison  
Title: Executive Vice President

**EMJAY CAREERS, INC.,**  
a Delaware corporation

By: Gordon Y. Allison  
Gordon Y. Allison  
Title: Executive Vice President

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