



J88676

ACCOUNT NO. : 072100000032  
REFERENCE : 484223 4813885  
AUTHORIZATION : *Patricia Pizut*  
COST LIMIT : \$ 90.00

ORDER DATE : November 16, 1999

ORDER TIME : 4:07 PM

ORDER NO. : 484223-005

900003048009--0

CUSTOMER NO: 4813885

CUSTOMER: Ken Wagner, Legal Asst  
Tannenbaum Helpern Syracuse &  
900 Third Avenue  
13th Floor  
New York, NY 10022-4775

ARTICLES OF MERGER

WINSTON PERSONNEL OF BOCA -  
RATON, INC.

INTO

WINSTON STAFFING SERVICES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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99 NOV 17 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*VR*  
*11/18*

RECEIVED  
99 NOV 17 PM 4:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WINSTON PERSONNEL OF BOCA RATON, INC. a Florida #J88676

INTO

**WINSTON STAFFING SERVICES, LLC.** corporation not qualified in Florida

File date: November 17, 1999

Corporate Specialist: Lee Rivers

Account number: 072100000032

Account charged: 90.00

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Winston Personnel of Boca Raton, Inc. 1500 NW 49th Street, Suite 606 Ft. Lauderdale, FL 33309	Florida	Corporation
Florida Document/Registration Number: J88676		FEI Number: 13-3442414
2. Winston Staffing Services, LLC 535 Fifth Avenue New York, NY 10017-3663	New York	Limited Liability Company
Florida Document/Registration Number: N/A		FEI Number: 13-4086929
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Winston Staffing Services, LLC 535 Fifth Avenue New York, NY 10017-3663	New York	Limited Liability Company
Florida Document/Registration Number: N/A		FEI Number: 13-4086929

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

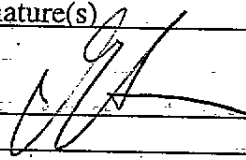
**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

*(Note: Please see instructions for required signatures.)*

Name of Entity  
Winston Personnel of  
Boca Raton, Inc.

Signature(s)

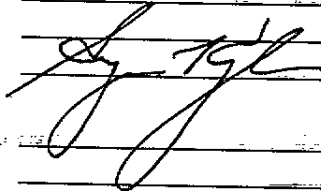


Typed or Printed Name of Individual

By: Gregg Kugler,  
Vice President

Winston Staffing  
Services, LLC

By: Winston Personnel, Inc.  
of N.J., Sole Member



By: Seymour Kugler, President

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(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Winston Personnel of Boca Raton, Inc.	Florida
Winston Staffing Services, LLC	New York

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Winston Staffing Services, LLC	New York

**THIRD:** The terms and conditions of the merger are as follows:

See attached Agreement of Merger.

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*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Inapplicable, as described in the attached Agreement of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Inapplicable, as described in the attached Agreement of Merger.

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**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Inapplicable.

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers the name(s) and address(es) of the manager(s) are as follows:

N/A since the surviving party is managed by its sole member.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

All statements identified in the attached Certificate of Merger filed or to be filed with the New York Department of State and the attached Agreement of Merger.

EIGHTH: Other provisions, if any, relating to the merger:

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*(Attach additional sheet(s) if necessary)*



**AGREEMENT OF MERGER**  
**OF**  
**WINSTON PERSONNEL OF BOCA RATON, INC.**  
**(a Florida corporation)**  
**AND**  
**WINSTON STAFFING SERVICES, LLC**  
**(a New York limited liability company)**

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**AGREEMENT OF MERGER** entered into on November 16, 1999 by and between WINSTON PERSONNEL OF BOCA RATON, INC., a business corporation of the State of Florida, and approved by resolutions adopted by its Board of Directors and sole shareholder on or before said date, and WINSTON STAFFING SERVICES, LLC, a limited liability company of the State of New York, and approved by resolutions adopted by its Sole Member on or before said date (the foregoing entities hereinafter, sometimes collectively referred to as the "constituent entities").

**WHEREAS**, WINSTON PERSONNEL OF BOCA RATON, INC., is a business corporation of the State of Florida with an office located at 1500 NW 49<sup>th</sup> Street, Suite 606, Fort Lauderdale, Florida 33309; and

**WHEREAS**, the total number of shares of stock which WINSTON PERSONNEL OF BOCA RATON, INC. has authority to issue is 60, all of which are of one class of common stock and without par value, and 60 shares of which are issued and outstanding and entitled to vote on the transaction described herein; and

**WHEREAS**, WINSTON STAFFING SERVICES, LLC is a limited liability company of the State of New York with its principal office therein located at 535 Fifth Avenue, New York, NY 10017-3663; and

**WHEREAS**, WINSTON STAFFING SERVICES, LLC has one member which owns all of the membership interests of WINSTON STAFFING SERVICES, LLC and said member is entitled to vote on the transaction described herein; and

**WHEREAS**, WINSTON PERSONNEL OF BOCA RATON, INC. and its Board of Directors and shareholder thereof and WINSTON STAFFING SERVICES, LLC and its Sole Member deem it advisable and to the advantage, welfare, and best interests of the constituent entities to merge WINSTON PERSONNEL OF BOCA RATON, INC. with and into WINSTON STAFFING SERVICES, LLC pursuant to the respective provisions of the Florida Business Corporation Act and the Limited Liability Company Law of the State of New York upon the terms and conditions hereinafter set forth;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by WINSTON PERSONNEL OF BOCA RATON, INC. and approved by resolutions adopted by its Board of Directors and sole shareholder and being thereunto duly entered into by WINSTON STAFFING SERVICES, LLC and approved by resolutions adopted by its Sole Member, this Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth with respect thereto, are hereby determined and agreed upon as hereinafter in this Agreement of Merger set forth:

1. WINSTON PERSONNEL OF BOCA RATON, INC. and WINSTON STAFFING SERVICES, LLC shall, pursuant to the respective provisions of the Florida Business Corporation Act and the Limited Liability Company Law of the State of New York, be merged with and into a single entity, to wit, WINSTON STAFFING SERVICES, LLC, which shall be the surviving entity from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving limited liability company", and which shall continue to exist as said surviving limited liability company under its present name pursuant to the provisions of the Limited Liability Company Law of the State of New York. The separate existence of WINSTON PERSONNEL OF BOCA RATON, INC., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the effective time of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Organization of the surviving limited liability company as the same shall be in force and effect at the effective time of the merger described herein shall continue to be the Articles of Organization of said surviving limited liability company until amended or changed pursuant to the provisions of the Limited Liability Company Law of the State of New York.

3. The Operating Agreement of the surviving limited liability company as the same shall be in force and effect at the effective time of the merger described herein shall continue to be the Operating Agreement of said surviving limited liability company until amended or changed pursuant to applicable law.

4. The Sole Member of the surviving limited liability company at the effective time of the merger shall continue to be the Sole Member of the surviving limited liability company, which shall hold its membership interest until its tenure is otherwise terminated or transferred in accordance with the Operating Agreement of the surviving limited liability company.

5. Each of the issued and outstanding 60 shares of stock of the terminating corporation shall, at the effective time of the merger, be extinguished. The membership interests of the surviving limited liability company shall not be converted or exchanged or affected in any manner in connection with the merger described herein, but all of said membership interests shall continue to represent the sole membership interests of the surviving limited liability company.

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6. The constituent entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the States of Florida and New York, and that they will cause to be performed all necessary acts within the States of Florida and New York and elsewhere to effectuate the merger herein provided for.

7. For clarification purposes, the WHEREAS clauses of this Agreement of Merger shall constitute an integral part thereof.

IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent entities as parties thereto.

Dated: November 16, 1999.

**WINSTON PERSONNEL OF BOCA RATON, INC.**

By: \_\_\_\_\_

Gregg Kugler, Vice President

**WINSTON STAFFING SERVICES, LLC**

By: Winston Personnel, Inc. of N.J., as  
Sole Member

By: \_\_\_\_\_

Seymour Kugler, President

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