

PrimePay

YOUR PAYROLL SERVICES SOLUTION

K 37380

January 24, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400003110914--9
-01/26/00--01037--007
*****70.00 *****70.00

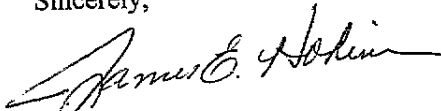
Re: Articles of Merger

To Whom It May Concern:

Enclosed, please find an original and one copy of the Articles of Merger and Plan of Merger, PrimePay/Greater Orlando, Inc. and PrimePay/Greater Tampa, Inc. Included are our checks the amount of \$70.00 filing fee and \$10.75 for a Certified Copy (10 pages total). The copy is being provided with the preaddressed return envelope for return of the certification.

Should you have any questions, please advise.

Sincerely,



James E. Hohimer
President, PrimePay/Greater Tampa, Inc.

FILED
00 FEB 17 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400003110914--9
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*****10.75 *****10.75

Mr. Hohimer
gave OK to
add commas in
names. *SP*

merger

S. PAYNE FEB 17 2000

5440 BEAUMONT CENTER BLVD. ■ BUILDING 4, SUITE 445 ■ TAMPA, FL 33634
(813) 890-0415 ■ (800) 763-0415 ■ FAX (813) 885-7877

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PRIMEPAY/GREATER ORLANDO, INC., a FL corp., K37384

INTO

PRIMEPAY/GREATER TAMPA, INC. which changed its name to
PRIMEPAY OF FLORIDA, INC., a Florida entity, K37380.

File date: February 17, 2000

Corporate Specialist: Susan Payne

PrimePay

YOUR PAYROLL SERVICES SOLUTION

February 14, 2000

Ms. Susan Payne
Senior Section Administrator
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

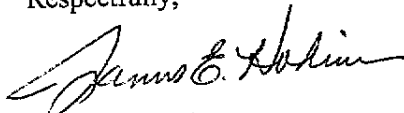
Re: Letter Number 700A00005790

Dear Ms. Payne:

Enclosed please find the corrected Merger Document with the changes as outlined in your February 4th letter. Also included is the 1999 Annual Report for PrimePay/Greater Orlando, Inc. along with a check in the amount of \$158.75 (includes additional \$8.75 fee for Certificate of Status). We relocated our offices in May of 1998 and the original 1999 Annual Report was never received, therefore, we request the reinstatement fee be waived.

Should you need any additional information, please feel free to contact me.

Respectfully,



James E. Hohimer
Director, PrimePay/Greater Orlando, Inc.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 4, 2000

James HoHimer/PrimePay
5440 Beaumont Center Blvd., Bldg. #4
Suite 445
Tampa, FL 33634

SUBJECT: PRIMEPAY/GREATER TAMPA, INC.
Ref. Number: K37380

We have received your document for PRIMEPAY/GREATER TAMPA, INC. and check(s) totaling \$80.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per our phone conversation, I am returning the enclosed merger document. The name of the surviving corporation in "FIRST" of both the Articles of Merger and the Plan of Merger should be PRIMEPAY/GREATER TAMPA, INC. The merging corporation in "SECOND" of the articles and plan should be PRIMEPAY/GREATER ORLANDO, INC.

Our records indicate that PRIMEPAY/GREATER ORLANDO, INC. was administratively dissolved on September 24, 1999 for failure to file the 1999 annual report. If the corporation never received the 1999 report, as you stated yesterday, you would need to forward a letter asking that the reinstatement fee be waived as the report was never received. I am enclosing a report for 1999 to be filed at a fee of \$150. The report for 2000 is not required as the corporation will be merged out of existence.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 700A00005790

FILED

00 FEB 17 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger is submitted in compliance with section 607.1105 F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation is:

Name: Jurisdiction:

PrimePay/Greater Tampa, Inc. Florida

SECOND: The name and jurisdiction of each merging corporation is:

Name: Jurisdiction:

PrimePay/Greater Orlando, Inc. Florida

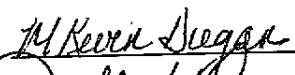
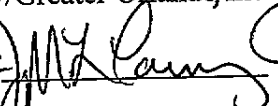
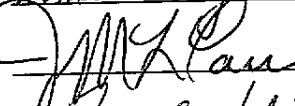
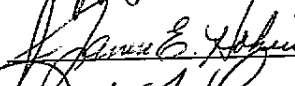


THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on December 1, 1999.

SIXTH: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on December 1, 1999.

SEVENTH: SIGNATURES FOR EACH CORPORATION

| <u>Name of Corporation</u> | <u>Signature</u> | <u>Typed or Printed Name of Individual and Title</u> |
|--|---|--|
| PrimePay/Greater Orlando, Inc. |  | M. Kevin Dugan, President |
| ATTEST  |  | Joseph L. Carney, Secretary |
| PrimePay/Greater Tampa, Inc. |  | James E. Hohimer, President |
| ATTEST  |  | Joseph L. Carney, Secretary |

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1101 F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation is:

Name: Jurisdiction:

PrimePay/Greater Tampa, Inc. Florida

SECOND: The name and jurisdiction of each merging corporation is:

Name: Jurisdiction:

PrimePay/Greater Orlando, Inc. Florida

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

Plan of Merger, adopted December 1, 1999, between PrimePay/Greater Tampa, Inc., a Florida corporation, hereinafter sometimes called "PrimePay Tampa" and PrimePay/Greater Orlando, Inc., a Florida corporation, hereinafter sometimes called "PrimePay Orlando."

PrimePay Tampa is a corporation organized and existing under the laws of the State of Florida. The authorized capital stock of PrimePay Tampa consists of 10,000 shares of common stock of which 1,125 shares are issued and outstanding.

PrimePay Orlando is a corporation organized and existing under the laws of the State of Florida. The authorized capital stock of PrimePay Orlando consists of 10,000 shares of common stock of which 1,500 shares are issued and outstanding.

The Board of Directors of PrimePay Tampa and PrimePay Orlando, respectively, deem it desirable and in the best interests of the corporations and their shareholders that PrimePay Orlando be merged into PrimePay Tampa, and the corporations, respectively, desire that they so merge under and pursuant to the laws of the State of Florida.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or the securities of the surviving corporation or any other corporation or, in whole or in part, into cash or the property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shareholders of PrimePay/Greater Orlando, Inc. (merging corporation) are the same shareholders in PrimePay/ Greater Tampa, Inc. (surviving corporation). The shares are owned in different percentages. The shareholders in PrimePay/ Greater Orlando, Inc.. shall surrender their shares in return for shares in PrimePay Greater/ Tampa, Inc., which shares shall, based upon the respective valuation of the corporations before the merger shall be issued as follows:

Any shareholder owning 10.93% of the shares in PrimePay/ Greater Orlando, Inc. shall own, in total, after the Merger, 1603 shares in the Surviving Corporation - PrimePay/ Greater Tampa, Inc. (which surviving corporation shall change its name to PrimePay of Florida, Inc.)

Any shareholder owning 65.47% of the shares in PrimePay/ Greater Orlando, Inc. shall own, in total, after the Merger, 7197 shares in the Surviving Corporation - PrimePay/ Greater Tampa, Inc. (which surviving corporation shall change its name to PrimePay of Florida, Inc.)

Any shareholder owning 20.60% of the shares in PrimePay/ Greater Orlando, Inc. shall own, in total, after the Merger, 900 shares in the Surviving Corporation - PrimePay/ Greater Tampa, Inc. (which surviving corporation shall change its name to PrimePay of Florida, Inc.)

Any shareholder owning 1.00% of the shares in PrimePay/ Greater Orlando, Inc. shall own, in total, after the merger, 100 shares in the Surviving Corporation- PrimePay/ Greater Tampa, Inc. (which surviving corporation shall change its name to PrimePay of Florida, Inc.)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

On the effective date of the merger the name of the surviving corporation, PrimePay/ Greater Tampa, Inc. shall be changed to PrimePay of Florida, Inc.

Other provisions relating to the merger are as follows:

1. **Name and purposes of surviving corporation.** The name of the Surviving Corporation shall be PrimePay of Florida, Inc. The purposes for which the Surviving Corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Incorporation of PrimePay Tampa as amended, on the effective date of the merger, viz., as set forth in Exhibit A which is attached hereto and made a part hereof with the same force and effect as if herein set forth in full. PrimePay Tampa shall file all required forms to change its name and conduct business under a fictitious name in accordance with the laws of the State of Florida. PrimePay of Tampa and PrimePay of Orlando are sometimes herinafter referred to as Constituent Corporations.

2. **Bylaws of surviving corporation.** On the effective date of the merger, the Bylaws of PrimePay Tampa as heretofore amended, shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new Bylaws shall be adopted, in accordance with the provisions thereof.

3. **Directors and officers of surviving corporation.** The Board of Directors of the Surviving Corporation shall consist of three directors, each of whom shall hold office until the annual meeting of the shareholders of the Surviving Corporation and until his successor shall have been duly elected and shall have qualified, or until his earlier death, resignation, or removal. The respective names, places of residence, and addresses of such directors are as follows:

Name

M. Kevin Dugan

**City or Town of Residence and
Home Post Office Address**

11611 Useppa Court
Naples Fla 33942

James E. Hohimer

7610 Winging Way Drive
Tampa Fla 33615

Joseph L. Carney

242 Deer Run, Media, PA 19063

The principal officers of the Surviving Corporation, each of whom shall hold office until his successor shall have been duly elected or appointed and shall have qualified or until his earlier death, resignation, or removal, and their respective offices, places of residence, and post office addresses, are as follows:

| <u>Office</u> | <u>Name</u> | <u>City or Town of Residence and Home Post Office Address</u> |
|---------------------------|--------------------|--|
| Chairman of the Board/CEO | M. Kevin Dugan | 11611 Useppa Court Naples Fla. 33942 |
| President | James E. Hohimer | 7610 Winging Way Drive Tampa Fla 33615 |
| Treasurer | James E. Hohimer | " " " " " |
| Secretary | Joseph L. Carney | 242 Deer Run, Media, PA 19063 |

The Surviving Corporation may have such other officers as shall be provided for in its Bylaws. If on the effective date of the merger a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices above specified by reason of the inability or failure of any of the above persons to accept a directorship in the Surviving Corporation or the office to which he is designated, as the case may be, such vacancy may thereafter be filled in the manner provided by law or in the Bylaws of the Surviving Corporation.

4. **Effect of merger.** On the effective date of the merger, PrimePay Tampa and PrimePay Orlando shall cease to exist separately and PrimePay Orlando shall be merged with and into PrimePay Tampa in accordance with the provisions of this agreement and in accordance with the provisions of and with the effect provided in the Laws of Florida, as amended. As provided therein, on the effective date of the merger the Surviving Corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers, and obligations, as well of a public as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties, and obligations, of each of the Constituent Corporations; and all property, real, personal, and -mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all property, rights,

privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate, whether vested by deed or otherwise, in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

5. **Further instruments.** From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, PrimePay Orlando will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments; and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all its property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this agreement.

6 **Principal offices.** The location of the principal of the Surviving Corporation shall be 5440 Beaumont Center Boulevard, Suite 445, Tampa, Florida 33634.

In witness whereof PrimePay Tampa and PrimePay Orlando have caused this agreement to be signed in their corporate names by their respective Presidents or Vice Presidents and their respective Secretaries under the seals of the corporations, and also by majorities of their respective Boards of Directors, all as of the day and year first above written.

CORPORATE SEAL

ATTEST:

Secretary

PRIMEPAY/ GREATER TAMPA, INC.

BY:

President

Majority of Board of Directors of PrimePay/ Greater Tampa, Inc.

M. Kevin Dugan

James Hohimer

Joseph L. Carney

PLAN OF MERGER - CONTINUED

CORPORATE SEAL

Attest:

Secretary

PRIMEPAY/ GREATER ORLANDO, INC.

By:

President

Majority of Board of Directors of PrimePay/ Greater Orlando, Inc.

M. Kevin Dugan
M. Kevin Dugan

James E. Hohimer
James Hohimer

Joseph L. Carney
Joseph L. Carney

Exhibit A

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Florida General Corporation Act, hereby certifies that:

1. The name of the corporation is: PAYROLL 1/GREATER TAMPA, FLA.

2. The general purpose or purposes for which the corporation is organized are: The transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

3. The aggregate number of shares which the corporation shall have authority to issue is: Ten Thousand (10,000) shares of Class A Common Stock of the par value of Ten Cents (\$.10) each and Ten Thousand Shares of Class B Common Stock of the par value of Ten Cents (\$.10) each.

The voting powers of the Shareholders shall be vested exclusively in the holders of the Class A Common Stock. The holders of the Class B Common Stock shall have no voting powers, nor shall they be entitled to notice of any meetings, except as otherwise provided by law.

Except as to voting rights, the holders of the Class A Common Stock and the holders of the Class B Common Stock shall have, share for share, equal earning, owning, liquidation and other rights and privileges.

4. The address of the corporation's initial registered office is: 2833 Remington Green Circle, Tallahassee, FL 32308 and the name of the corporation's initial registered agent at such address is: Granger, Santry, Mitchell & Heath, P.A.

5. The number of Directors of the corporation shall be one or more as provided in the By-Laws of the Corporation. The number of Directors constituting the initial Board of Directors is three (3) and the name and address of each person who is to serve as a member thereof is:

| Name: | Address: |
|------------------|--------------------------------------|
| M. Kevin Dugan | 7 Forest Lake Drive, Media, PA 19063 |
| Joseph L. Carney | 242 Deer Run, Media, PA 19063 |
| James E. Hohimer | 4004 South Clark, Tampa, FL 33611 |

Exhibit A

6. The name and address of each incorporator is:

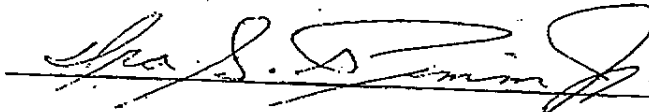
Name:

Address:

Ira S. Pimm, Jr.

701 Architects Building
Philadelphia, PA 19103

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
6th day of October, 1988.



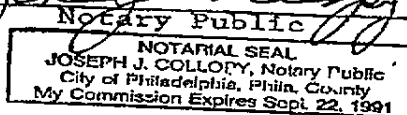
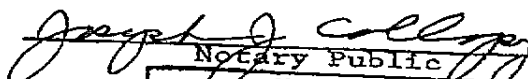
STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

) ss

BE IT REMEMBERED that on this 6th day of October, 1988, personally
appeared before me, Joseph J. Collopy, a Notary Public in and for the
State and County aforesaid, Ira S. Pimm, Jr., party to the foregoing
Articles of Incorporation, known to me personally to be such, and
I have first made known to him the contents of said Articles of
Incorporation, he acknowledged that he signed, sealed and delivered
the same as his voluntary act and deed, and deposed that the facts
therein stated are true.

GIVEN under my hand and seal of office the day and year aforesaid.



Granger, Santry, Mitchell & Heath, P.A.

Acceptance by the Registered Agent:

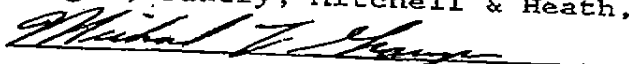


Exhibit A

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PAYROLL 1/GREATER TAMPA, INC.

In compliance with the requirements of Section 607.1006, Florida Statutes, the undersigned corporation, desiring to amend its Articles of Incorporation, does hereby certify:

1. The name of the Corporation is Payroll 1/Greater Tampa Inc.
2. The amendment so adopted is as follows:

"RESOLVED, That Article I of the Articles of Incorporation be amended to read as follows:
The name of Corporation shall be changed to PrimePay/Greater Tampa, Inc.
3. The date of the adoption of the amendment was November 1, 1995 and the amendment shall be effective immediately upon the filing of these Articles of Amendment.
4. The amendment was approved by the shareholders of the single class of shares which the corporation has authority to issue and the number of shares cast for the amendment was sufficient for approval.

In WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by its President and Secretary this 1st day of November, 1995.

By:

James B. Holmes
President

Attest:

J. A. Lane
Secretary