

K41321

Florida Department of State
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MERGER OR SHARE EXCHANGE

Computer Plus Staffing Solutions, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
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ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Computer Plus Staffing Solutions, Inc.	New York	NA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Computer Plus Staffing Solutions, Inc.	Florida	K41321
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.

OR 12 / 31 / 2005 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 12, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

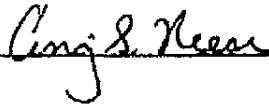
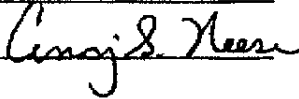
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 12, 2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleComputer Plus StaffingSolutions, Inc. (FL)x Cindy S. Neese, PresidentComputer Plus StaffingSolutions, Inc. (NY)x Cindy S. Neese, President

PLAN OF MERGER
OF
COMPUTER PLUS STAFFING SOLUTIONS, INC.
A FLORIDA CORPORATION
Into
COMPUTER PLUS STAFFING SOLUTIONS, INC.
A NEW YORK CORPORATION

Under Section 904 of the Business Corporation Law.

This Plan and Agreement of Merger (the "Plan") is entered into on December 12, 2005, by and between COMPUTER PLUS STAFFING SOLUTIONS, INC., a corporation organized and existing under the laws of the State of Florida, hereinafter sometimes referred to as the "disappearing corporation", and all of the shareholders thereof, parties of the first part, and COMPUTER PLUS STAFFING SOLUTIONS, INC., a corporation organized and existing under the laws of the State of New York, hereinafter sometimes referred to as the "surviving corporation", party of the second part,

WITNESSETH:

WHEREAS, all of the outstanding stock of both corporations above named is held by the same shareholders; and

WHEREAS, the Articles of Incorporation of Computer Plus Staffing Solutions, Inc. (Florida) were filed in the Office of the Secretary of State of the State of Florida on the 26th day of October, 1998, under the name Financialpeople, Inc., which name has thereafter been changed to Computer Plus Staffing Solutions, Inc.; and

WHEREAS, the parties hereto are desirous of effecting a tax-free reorganization constituting a mere change in its identity, form, or place of organization of Computer Plus Staffing Solutions, Inc., a Florida corporation, within the meaning of Section 368(a)(1)(F) of the

Internal Revenue Code, and more particularly wish to change its state of incorporation from the State of Florida to the State of New York; and

WHEREAS, to accomplish said objective, the Certificate of Incorporation of Computer Plus Staffing Solutions, Inc. (New York) was filed by the Department of State of the State of New York on the 6th day of December, 2005, under the name Computer Plus Staffing Solutions, Inc., which name has not thereafter been changed; and

WHEREAS, the parties hereto wish to provide for the merger of Computer Plus Staffing Solutions, Inc., a Florida corporation, with and into Computer Plus Staffing Solutions, Inc., a New York corporation, and for the continuation by the latter corporation of the business heretofore conducted by the former; and

WHEREAS, it is the opinion of the respective directors of the aforementioned constituent corporations that it is advisable and for the best welfare and advantage of said corporations and their shareholder that the aforesaid merger shall be accomplished in the manner and upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, for the purpose of effecting such merger and prescribing the terms and conditions thereof, the parties hereto agree, for and in consideration of the premises and of the mutual agreements, provisions, covenants, and grants herein contained and in accordance with the provisions of the Business Corporation Act of the State of Florida and the Business Corporation Law of the State of New York, that Computer Plus Staffing Solutions, Inc., a Florida corporation, and Computer Plus Staffing Solutions, Inc., a New York corporation, be and they hereby are merged into a single corporation, to wit, Computer Plus Staffing Solutions, Inc., a New York corporation, one of the parties to this Agreement, which shall be the surviving corporation, and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the merger into effect, and the manner of converting the shares of stock presently outstanding of each of the constituent corporations into shares of the surviving corporation shall be as hereinafter set forth;

FIRST: The designation and number of outstanding shares of stock for each constituent corporation to this Plan of Merger is as follows:

(a) The surviving corporation has present authorized capital consisting of 200 shares of capital stock, without par value, all of which stock is voting stock, and of which 100 shares are issued and outstanding.

(b) The disappearing corporation has present authorized capital consisting of 1000 shares without par value, all of which stock is voting stock, and of which 633 shares are issued and outstanding.

SECOND: The terms and conditions of the merger, including the manner and basis of converting the shares of the disappearing corporation into the shares or other securities of the surviving corporation, are as follows:

(a) Each share of stock of the disappearing corporation which shall be authorized, issued or outstanding on the effective date of this Plan, and all rights in respect thereof, shall forthwith be changed and converted into 0.1579778 share of the capital stock of the surviving corporation.

(b) After the effective date of this Plan, each holder of outstanding certificates representing shares of stock of the disappearing corporation shall surrender the same to the surviving corporation and each such holder shall be entitled, upon such surrender, to receive the number of shares of stock of the surviving corporation as is provided for in the preceding subparagraph. Until so surrendered, the outstanding shares of the stock of the disappearing corporation may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place.

(c) Upon the effective date of this Plan, the separate existence of the disappearing corporation shall cease and said corporations shall be merged into the surviving

corporation and the surviving corporation shall possess all the rights, privileges, powers, and franchises of a public and private nature and shall be subject to all the duties of each of the corporations parties to this Plan, and all and singular the rights, privileges, powers, and franchises of each of the corporations parties to this Plan, and all property, real, personal, and mixed, and all debts due to any of the corporations parties to this Plan on whatever account shall be vested in the surviving corporation; and all property, rights, privileges, powers, contracts, and franchises and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective corporations parties to this Plan; but all rights of creditors and all liens upon any property of either of any of the corporations parties to this Plan shall be preserved unimpaired and all debts, liabilities and duties of the respective corporations parties to this Plan shall thenceforth attach to the surviving corporation and be enforceable against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

(d) If, at any time, the surviving corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the surviving corporation, according to the terms hereof, the title to any property or rights of the disappearing corporation the proper officers and directors of the disappearing corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation and otherwise to carry out the purposes of this Plan.

(e) Upon the effective date of the merger, the assets and liabilities of the corporations parties to this Plan shall be carried on the books of the surviving corporation at the amounts at which they respectively shall be carried on such date on the books of the corporations parties to this Plan. The capital surplus and earned surplus of the surviving corporation shall be the sum of the respective capital surpluses and earned surpluses of the corporations parties to this Plan, subject in each case to such intercompany adjustments or eliminations as may be required to give effect to the merger. The aggregate amount of the net assets of the corporations parties to this Plan which was legally available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of

shares or otherwise, shall continue to be available for the payment of dividends by the surviving corporation.

(f) The officers of the surviving corporation shall continue in office until they resign and their successors are duly elected.

(g) The bylaws of the surviving corporation, as they shall exist on the effective date of this merger, shall be and remain bylaws of the surviving corporation until the same shall be altered, amended, or repealed as therein provided.

THIRD: The effective date of this Plan in New York and Florida shall be the 31st day of December, 2005.

FOURTH: The President or other officers of each of the constituent corporations to this Plan are hereby authorized and directed to prepare and execute such agreements, certificates or other documents as may be necessary in order to carry out this Plan.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan may be terminated and abandoned by mutual consent of the officers or directors of any of the corporations party hereto at any time prior to the effective date of this Plan and by the officers or directors of said corporations at any time prior to the effective date of this Plan, if, in the opinion of said officers or directors, the merger is impractical by reason of the possible exercise of statutory rights of appraisal and payment of stock to any objecting shareholders.

SIXTH: For the convenience of the parties and in order to facilitate the filing of this Agreement, any number of counterparts hereof may be executed, and each such executed counterpart shall be deemed to be an original instrument.

SEVENTH: This instrument is intended to be and shall constitute both an agreement of merger as contemplated by the Business Corporation Act of the State of Florida and a plan of merger as contemplated by the New York Business Corporation Law.