

CT CORPORATION SYSTEM

CORPORATION(S) NAME

L0000000/6072

~~Staff Insurance, LLC (Survivor)~~

Staff Insurance Agency, LLC (Survivor)

effective date  
12-31-00

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name 12/29/00  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

Order#: 3485888

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*60.00 \*\*\*\*\*60.00

OFFICE OF THE  
CLERK OF THE  
SUPREMACY OF FILING

DEC 29 2000

STATE OF FLORIDA  
TALLAHASSEE

101301

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 2, 2001

CT CORPORATION SYSTEM

SUBJECT: STAFF INSURANCE AGENCY, LLC  
Ref. Number: L00000016072

We have received your document for STAFF INSURANCE AGENCY, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following:

The articles of merger and the plan of merger must state who the surviving entity will be.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 201A00000003

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00 DEC 29 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

STAFF INSURANCE AGENCY, INC., A FLORIDA ENTITY, P97000092541

into

**STAFF INSURANCE AGENCY, LLC**, a Florida entity L00000016072

File date: December 29, 2000 , effective December 31, 2000

Corporate Specialist: Trevor Brumbley

**ARTICLES OF MERGER  
OF**

**STAFF INSURANCE AGENCY, INC.  
(a Florida Corporation)**

**WITH AND INTO  
STAFF INSURANCE AGENCY, LLC  
(a Florida limited liability company)**

Staff Insurance Agency, Inc., a Florida corporation, for the purpose of merging with and into Staff Insurance Agency, LLC, a Florida limited liability company, pursuant to Chapter 608 of the Florida Statutes (the "Act"), hereby adopts the following articles of merger :

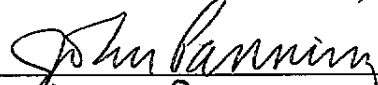
1. The Agreement and Plan of Merger by and between Staff Insurance Agency, Inc. and Staff Insurance Agency, LLC, (the "Merger Agreement") is attached as Appendix A. P17000092541  
L00000010072
2. The Merger Agreement has been approved, adopted, certified, executed and acknowledged by Staff Insurance Agency, Inc. and Staff Insurance Agency, LLC, in accordance with the provisions of Chapter 607 of the Act.
3. The Merger shall be effective as of the close of business on December 31, 2000.

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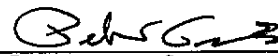
IN WITNESS WHEREOF, each of the undersigned corporations has caused these articles to be executed in its name by its chairman of the board, president or a vice president and by its secretary or assistant secretary on the 27<sup>th</sup> day of December, 2000.

STAFF INSURANCE AGENCY, INC.

By:   
Name: John E. Pannine  
Title: CFO

STAFF INSURANCE AGENCY, LLC

By: Staff Leasing, Inc.

By:   
Name: Peter C. Grabowski, Jr.  
Title: Vice President - Finance & Taxation

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AND  
FILED  
00 DEC 29 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF: Florida  
COUNTY OF: Manatee

I Michelle Hawn, a Notary Public do hereby certify that on this 27<sup>th</sup>  
day of Dec. personally appeared before me John Panning who,  
being by me first duly sworn, declared that he is the CFO of  
Staff Insurance Agency Inc., that he executed the foregoing document as  
of the limited liability company and CFO of the  
corporation, and that the statements therein contained are true.

Michelle K Hawn  
Notary Public

Seal



Michelle K. Hawn  
MY COMMISSION # CC624958 EXPIRES  
February 26, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires:

::ODMA\PCDOCS\ATL\444847\1

APPROVED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF: Florida  
COUNTY OF: Manatee

I Michelle Hawn, a Notary Public do hereby certify that on this 27th  
day of December personally appeared before me Peter Grabowski, who,  
being by me first duly sworn, declared that he is the VP - Finance & Taxation of  
Staff Leasing, Inc, that he executed the foregoing document as  
officer of managing member of the limited liability company and \_\_\_\_\_ of the  
corporation, and that the statements therein contained are true.

Michelle K Hawn  
Notary Public

Seal



Michelle K. Hawn  
MY COMMISSION # CC824958 EXPIRES  
February 26, 2001  
BONDED THRU TROY FARM INSURANCE, INC.

My commission expires:

::ODMA\PCDOCS\ATL\444847\1

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TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER  
BY AND BETWEEN  
STAFF INSURANCE AGENCY, INC.  
AND  
STAFF INSURANCE AGENCY, LLC**

This AGREEMENT AND PLAN OF MERGER (the "Agreement") is hereby entered into this 31<sup>st</sup> day of December 2000 by and between Staff Insurance Agency, Inc., a Florida corporation ("Staff Agency Corp.") and Staff Insurance Agency, LLC, a Florida limited liability corporation ("Staff Agency LLC").

**W I T N E S S E T H:**

WHEREAS, Staff Agency Corp. wishes to convert into a limited liability company by means of a merger with and into Staff Agency LLC so that its employees can be treated as direct employees of Staff Leasing, Inc.;

WHEREAS, Staff Agency LLC desires to acquire the properties and other assets, and to assume all of the liabilities and obligations, of Staff Agency Corp. by means of a merger of Staff Agency Corp. with and into Staff Agency LLC (the "Merger");

WHEREAS, Section 608.438 of the Florida Limited Liability Company Act (the "Governing Law"), authorizes the merger of a Florida corporation with and into a Florida limited liability corporation;

WHEREAS, Staff Agency Corp.'s Articles of Incorporation and Bylaws permit, and resolutions adopted by Staff Agency Corp.'s Board of Directors authorize, this Agreement and the consummation of the Merger;

WHEREAS, Staff Agency LLC's Articles of Organization and Operating Agreement permit, and resolutions adopted by Staff Agency LLC's members and managers authorize this Agreement and the consummation of the Merger.

NOW, THEREFORE, in consideration of the mutual representations, warranties, covenants and conditions contained herein and for other good and valuable consideration, the adequacy, receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

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TALLAHASSEE, FLORIDA



1. Merger. Pursuant to the provisions of the Governing Law, Staff Agency Corp. shall be merged with and into Staff Agency LLC at the date and time of filing the Articles of Merger with the Florida Secretary of State (the "Effective Time"), and Staff Agency LLC shall be the surviving entity (the "Surviving Entity"). The separate existence of Staff Agency Corp. shall cease at the Effective Time in accordance with the provisions of the applicable Governing Law.

2. Filings. Staff Agency LLC shall file Articles of Merger with the Secretary of State of Florida and shall make all other filings or recordings required by Florida law in connection with the Merger. The Merger shall become effective at the Effective Time as specified in the Articles of Merger.

3. Exchange of Interests. At the Effective Time, all of the shares of capital stock of Staff Agency Corp. outstanding immediately prior to the Effective Time shall be exchanged for all of the membership interests in Staff Agency LLC outstanding immediately prior to the Effective Time. Immediately following the Effective Time, each share of stock of Staff Agency Corp. issued and outstanding immediately prior to the Effective Time shall be automatically retired and deemed cancelled.

4. Governing Documents. At the Effective Time, the Operating Agreement of Staff Agency LLC in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Entity. Such Operating Agreement shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

5. Management of Surviving Entity. At the Effective Time, the managing member of Staff Agency LLC immediately prior to the Effective Time shall become the managing member of the Surviving Entity.

6. Rights of Surviving Entity. Upon consummation of the Merger, the Surviving Entity shall possess all the rights, privileges and powers of each of Staff Agency Corp. and Staff Agency LLC.

7. Approval. This Agreement was submitted and approved by the directors and shareholders of Staff Agency Corp. and by the members and managers of Staff Agency LLC, in the manner prescribed by the provisions of the applicable Governing Law.

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TALLAHASSEE, FLORIDA

8. Additional Documents. Staff Agency Corp. and the Surviving Entity will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of all applicable Governing Law, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

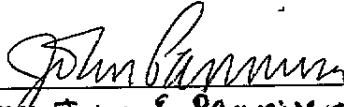
9. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which shall constitute one and the same Agreement.

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TALLAHASSEE, FLORIDA

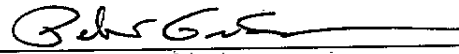
This Agreement is executed this 27<sup>th</sup> day of December 2000.

**STAFF INSURANCE AGENCY, INC.**

By:   
Name: John E. Panning  
Title: CFO

**STAFF INSURANCE AGENCY, LLC**

By: Staff Leasing, Inc.

By:   
Name: Peter C. Grabowski, Jr.  
Title: Vice President - Finance + Taxation

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