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Merger

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

A-1 Contract Staffing III, L.L.C.

Signature _____

Requested by: Seth

12/10

Name _____

Date _____

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: A-1 Contract Staffing III, L.L.C.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Tiffany Luther

Contact Person

Oasis Outsourcing

Firm/Company

2054 Vista Parkway, Suite 300

Address

West Palm Beach, Florida 33411

City, State and Zip Code

compliance@oasisadvantage.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tiffany Luther

at (561) 273-2465

Name of Contact Person

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

EFFECTIVE DATE
DEC 11, 2015

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
A-1 Contract Staffing III, L.L.C.	Florida	Limited liability company
Oasis HR Solutions, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
A-1 Contract Staffing III, L.L.C.	Florida	Limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 11, 2015 at 12:01 a.m. Eastern time

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

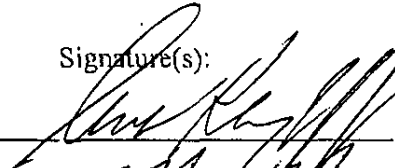
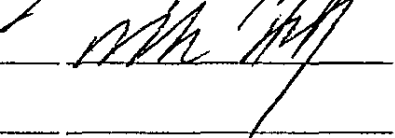
N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
A-1 Contract Staffing III, L.L.C.		Melvin Klinghoffer
Oasis HR Solutions, Inc.		Mark Perlberg

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
A-1 Contract Staffing III, L.L.C.	Florida	Limited liability company
Oasis HR Solutions, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
A-1 Contract Staffing III, L.L.C.	Florida	Limited liability company

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

On the effective date and at the effective time specified in "Fifth" in the Articles of Merger, all rights,

privileges, powers and franchises of Oasis HR Solutions, Inc. ("Oasis") shall vest in A-1 Contract

Staffing III, L.L.C. ("A-1"), and all debts, liabilities and duties of Oasis shall become debts,

liabilities and obligations of A-1.

(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

On the effective date and at the effective time specified in "Fifth" in the Articles of Merger, the equity

interests of Oasis issued and outstanding immediately prior to such effective date and effective time

shall be converted into and become equity interests (on a one-for-one like kind basis) of A-1.

The equity interests of A-1 issued and outstanding immediately prior to such effective date and effective

time shall be surrendered, shall no longer be outstanding and shall be cancelled and retired and cease

to exist and any holder of the equity interests of A-1 immediately prior to such effective date

and effective time shall no longer have any rights with respect thereto and shall receive cash as

consideration of such surrender.

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Oasis Outsourcing, Inc. (sole member)

2054 Vista Parkway, Suite 300

West Palm Beach, FL 33411

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)