

L030000048896

Florida Department of State
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(((H03000343756 3)))

EFFECTIVE DATE
12/31/03

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Bush Ross Gardner Warren & Rudy, P.A.

MERGER OR SHARE EXCHANGE

ADVANTECH SOLUTIONS PAYROLL SERVICES L.L.C.

Certificate of Status	0
Certified Copy	1
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\$90.00

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

EFFECTIVE DATE12-31-03**ARTICLE I**

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. AdvanTech Solutions Payroll Services, Inc. 1410 North Westshore Blvd. Suite 600 Tampa, FL 33607	Florida	Corporation

Florida Document/Registration Number: P99000042117 FEI Number: 59-3574162

2. AdvanTech Solutions Payroll Services, L.L.C. 1410 North Westshore Blvd. Suite 600 Tampa, FL 33607	Florida	Limited Liability Company
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Florida Document/Registration Number: L03000048896 FEI Number: 59-3574162

ARTICLE II

The exact name, street address of its principal office, jurisdiction of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AdvanTech Solutions Payroll Services, L.L.C. 1410 North Westshore Blvd. Suite 600 Tampa, FL 33607	Florida	Limited Liability Company

Florida Document/Registration Number: L03000048896 FEI Number: 59-3574162

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ARTICLE III

The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each party that is a party to the merger (AdvanTech Solutions Payroll Services, Inc. and AdvanTech Solutions Payroll Services, L.L.C.) in accordance with Chapter 607 and 608, Florida Statutes.

ARTICLE IV

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

ARTICLE V

The merger shall become effective as of December 31, 2003.

ARTICLE VI

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

SIGNATURES FOR EACH PARTY:

Name of Entity

AdvanTech Solutions Payroll Services, Inc.

By: *J. K. Murray* ^{TS}

Its: CEO

AdvanTech Solutions Payroll Services, L.L.C.

By: Agency Solutions International, Inc., Member

J. K. Murray ^{TS} CEO
Title

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, Florida Statutes, is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
AdvanTech Solutions Payroll Services, Inc.	Florida
AdvanTech Solutions Payroll Services, L.L.C.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
AdvanTech Solutions Payroll Services, L.L.C.	Florida

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

As of the effective date of the merger (the "Effective Date"), AdvanTech Solutions Payroll Services, Inc. shall merge with and into AdvanTech Solutions Payroll Services, L.L.C. in accordance with Florida law.

Agency Solutions International, Inc., the sole shareholder and owner of 100% of the issued and outstanding shares of AdvanTech Solutions Payroll Services, Inc., shall as a result of the merger, become the single member of AdvanTech Solutions Payroll Services, L.L.C. (the "L.L.C.") and own 100% of the units of the surviving L.L.C. As of the Effective Date, the Articles of Organization and Operating Agreement of the L.L.C. in effect immediately prior to the Effective Date shall be the Articles of Organization and Operating Agreement of the surviving entity.

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:

By virtue of the merger, and without further action on the part of any party, each share of AdvanTech Solutions Payroll Services, Inc. stock shall convert into one unit of AdvanTech Solutions Payroll Services, L.L.C. as of the Effective Date of the merger.

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By virtue of the merger, AdvanTech Solutions Payroll Services, L.L.C. shall own 100 units of the L.L.C., which shall constitute 100% of the units of the L.L.C.

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:

Not Applicable

FIFTH: If a limited liability company is the surviving entity, the name and address of the managing member is as follows:

Managing Member:

Agency Solutions International, Inc.
1410 North Westshore Boulevard
Suite 600
Tampa, FL 33607

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