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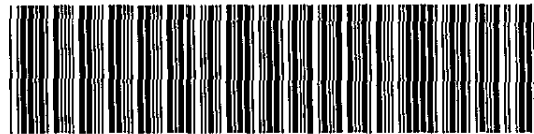
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**ARTICLES OF MERGER OF
PROGRESSIVE EMPLOYER SERVICES III, INC.
AND
PROGRESSIVE EMPLOYER SERVICES III, LLC**

FILED
2004 AUG 25 PM 3:15
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

The following Articles of Merger were executed on August 9, 2004 and are being submitted in accordance with Section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PROGRESSIVE EMPLOYER SERVICES III, INC. 7560 COMMERCE COURT SARASOTA FL 34243	Florida	Corporation

Florida Document/Registration Number: P01000010757 FEI Number: 59-3695106

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PROGRESSIVE EMPLOYER SERVICES III, LLC 7560 COMMERCE COURT SARASOTA FL 34243	Florida	LLC

Florida Document/Registration Number: L04000054488 FEI Number: 20-1418742

THIRD: The attached **PLAN OF MERGER OF PROGRESSIVE EMPLOYER SERVICES III, INC. AND PROGRESSIVE EMPLOYER SERVICES III, LLC** (the "Plan") meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan was approved by the other business entity (ies) that is/are party (ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any

obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

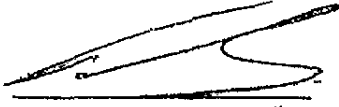
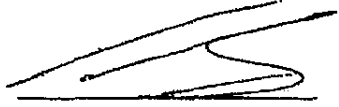
EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State

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

ELEVENTH: All of the shareholders of PROGRESSIVE EMPLOYER SERVICES III, INC. adopted and approved the Plan on August 9, 2004. All of the members of PROGRESSIVE EMPLOYER SERVICES III, LLC adopted and approved the Plan on August 9, 2004. From the time of the adoption and approval of the Plan continuously through the filing of these ARTICLES OF MERGER, no member of PROGRESSIVE EMPLOYER SERVICES III, LLC has also been a manager of PROGRESSIVE EMPLOYER SERVICES III, LLC.

TWELVE: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
PROGRESSIVE EMPLOYER SERVICES III, INC.		MICHAEL P CORLEY, President
PROGRESSIVE EMPLOYER SERVICES III, LLC		MICHAEL P CORLEY, Authorized Representative of a Member

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**PLAN OF MERGER
OF
PROGRESSIVE EMPLOYER SERVICES III, INC.
AND
PROGRESSIVE EMPLOYER SERVICES III, LLC**

FILED
2004 AUG 25 PM 3:15
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

This is the **PLAN OF MERGER OF PROGRESSIVE EMPLOYER SERVICES III, INC. AND PROGRESSIVE EMPLOYER SERVICES III, LLC** (this "Plan"), dated August 9, 2004. PROGRESSIVE EMPLOYER SERVICES III, INC., a Florida corporation, is referred to in this Plan as the "Corporation". PROGRESSIVE EMPLOYER SERVICES III, LLC, a Florida limited liability company, is referred to in this Plan as the "Company".

BACKGROUND INFORMATION

The Company was formed with an effective date of July 22, 2004. The Company has or will elect to be treated as a disregarded entity for federal tax purposes. The Company was formed in order to facilitate this Plan. The Corporation will merge into the Company pursuant to the merger provisions of Chapters 607 and 608 of the Florida Statutes. The merger is described below.

SECTION 1

NAME AND JURISDICTION OF MERGING PARTY

1.1 *Merging Party.* The exact name and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PROGRESSIVE EMPLOYER SERVICES III, INC.	Florida

SECTION 2

NAME AND JURISDICTION OF SURVIVING PARTY

2.1 *Surviving Party.* The exact name and jurisdiction of the surviving party are as follows:

NameJurisdiction

PROGRESSIVE EMPLOYER SERVICES III, LLC

Florida

FILED
2004 AUG 25 PM 3:15
JULIENNE CORPORATION'S
TALLAHASSEE, FLORIDA

SECTION 3

CONTINUITY AND PURPOSE

3.1 *Continuity of Business Enterprise.* The Company will continue the Corporation's historic business and will use at least substantially all of the Corporation's historic assets.

3.2 *Continuity of Ownership.* The members of the Company will be identical to the shareholders of the Corporation. Each member of the Company will own the same percentage of the total outstanding membership interests in the Company that he or she owned of the total outstanding stock of the Corporation.

3.3 *Purposes.* The purposes of the merger include, without limitation, the facilitation of future investment into the Company and/or its affiliates.

3.4 *Partnership Treatment.* Even though the Company will be an LLC for purposes of Florida law, the Company will be taxed as a disregarded entity (or as a sole proprietorship of the Company's sole member) for federal tax purposes.

SECTION 4

TERMS AND CONDITIONS

4.1 *Terms and Conditions.* The terms and conditions of the merger are as follows: On the effective date of the merger, the separate existence of the Corporation will cease, and the Company will succeed to all the rights, privileges, immunities, and franchises, and all of the property, real personal and mixed of the Corporation, without the necessity for any separate transfer. The Company will thereafter be responsible and liable for all liabilities and obligations of the Corporation, and neither the rights of creditors nor any liens on the property of the Corporation will be impaired by the merger.

SECTION 5

MANNER AND BASIS OF
CONVERTING INTERESTS, SHARES,
OBLIGATIONS OR OTHER SECURITIES

5.1 *Manner and Basis.* 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: The Corporation has only one class of stock, which consists of 1000 authorized shares (the "Total Old Stock"), 1000 of which are issued and outstanding (the "Total Outstanding Old Stock"). The Company has one class of membership interests, consisting of 1000 membership units (the "Total New Units"). Each share of Total Outstanding Old Stock which is outstanding on the effective date will be converted into one membership unit of the Total New Units, which membership units of the Company will thereupon be issued and outstanding. Immediately after the effective date of the merger, each holder of certificates for shares of common stock in the Corporation will surrender them to the Company, in such manner as the Company will legally require. On receipt of those shares, the Company will issue and exchange therefore certificates for membership units in the Company, representing the number of membership units of the Company to which such holder is entitled to as provided above. The Company will not issue and no person will receive any membership units or other consideration for any shares of the Total Old Stock, which are not part of the Total Outstanding Old Stock.

SECTION 6

NO RIGHTS EXIST TO ACQUIRE INTERESTS, SHARES, OBLIGATIONS OR OTHER SECURITIES

6.1 Rights to Acquire. No rights exist to acquire interests, shares, obligations or other securities of the Corporation.

SECTION 7

THE SURVIVING ENTITY IS NOT A PARTNERSHIP

7.1 Surviving Entity. No surviving entity is a partnership.

SECTION 8

NAMES AND ADDRESSES OF THE MANAGERS OF THE COMPANY

8.1 Names and Addresses. The Company is to be managed by managers. The names and business addresses of the managers are as follows:

Names

Business Addresses

STEVEN F. HERRIG

7560 COMMERCE COURT
SARASOTA FL 34243

FILED
2004 AUG 25 PM 3:15
CLERK OF CIRCUIT COURT
ALACHUA COUNTY, FLORIDA

MICHAEL P CORLEY

7560 COMMERCE COURT
SARASOTA FL 34243

TERESA DICK

7560 COMMERCE COURT
SARASOTA FL 34243

SECTION 9

NO NON-FLORIDA BUSINESS ENTITIES

9.1 *Entities.* No party to the merger is a non-Florida business entity.

FILED
2004 AUG 25 PM 3:15
J. J. HARRIS CORPORATION
TALLAHASSEE, FLORIDA