

L05000092148

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

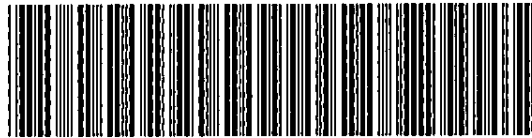
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EXAMINER



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TO ACKNOWLEDGE
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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILED
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FILING COVER SHEET
ACCT. #FCA-14

CONTACT: Kim Weidenbach

DATE: 000668.159361

REF. #: 000668.159361

CORP. NAME: TOPSOURCE STAFFING LLC merging into: PEOPLEPOINT SOLUTIONS LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 542826 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF MERGER

OF

TOPSOURCE STAFFING, LLC

WITH AND INTO

PEOPLEPOINT SOLUTIONS LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 DEC 27 PM 1:05

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 608.4382, Florida Statutes.

FIRST: THE MERGING PARTY

The exact name, jurisdiction, and entity type for the merging party (the "Merging LLC") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
TOPSOURCE STAFFING, LLC	Florida	limited liability company

SECOND: THE SURVIVING PARTY

The exact name, jurisdiction, and entity type of the surviving party (the "Surviving LLC") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PEOPLEPOINT SOLUTIONS LLC	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 Chapter 607, 608, 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: The merger shall become effective on the date of filing.

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of December 23, 2011.

SURVIVING LLC:

PEOPLEPOINT SOLUTIONS LLC, a Florida limited liability company

By:


Gil Bonwitt, Manager

MERGING LLC:

TOPSOURCE STAFFING, LLC, a Florida limited liability company

By:


Jason Squillante, Managing Member

PLAN OF MERGER

This Plan of Merger, which was adopted and approved by the parties hereto, and is submitted in compliance with the provisions of Chapter 608 of the Florida Statutes.

FIRST: The exact name and jurisdiction of the **Surviving LLC** are as follows:

<u>Name</u>	<u>Jurisdiction</u>
PEOPLEPOINT SOLUTIONS LLC	Florida

SECOND: The exact name and jurisdiction of the **Merging LLC** are as follows:

<u>Name</u>	<u>Jurisdiction</u>
TOPSOURCE STAFFING, LLC	Florida

THIRD: THE MERGER

1. The Merging LLC shall be merged with and into the Surviving LLC (the "Merger"). The Surviving LLC shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging LLC. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging LLC shall vest in the Surviving LLC. All and every other property and interest of the Merging LLC shall be the property and interest of the Surviving LLC to the same extent of the Merging LLC. The title to any real property, whether obtained by deed or otherwise, that is vested in the Merging LLC shall not revert or in any way be impaired by reason of this merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of the Merging LLC shall be the debts, liabilities, duties and obligations of the Surviving LLC. Such debts, liabilities, duties, and obligations may be enforced against the Surviving LLC to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving LLC.

2 The Articles of Organization of the Surviving LLC, as in effect immediately prior to the Effective Date (defined below), shall continue to be the Articles of Organization of the Surviving LLC.

3. The Operating Agreement of the Surviving LLC, as in effect immediately prior to the Effective Date, shall continue to be the Operating Agreement of the Surviving LLC.

4. If at any time the Surviving LLC deems it advisable that any further assignments or assurances in law or any other actions are necessary or desirable to vest in the Surviving LLC, according to the terms of this Plan of Merger, the title to any property, interest or rights of the Merging LLC the appropriate officers and directors of the Merging LLC shall execute and make

all such assignments and assurances to vest title in such property, interests, or rights in the Surviving LLC.

FOURTH: MANNER AND BASIS OF CONVERTING INTERESTS

1. 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, shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchangeable for one share of the Surviving LLC.

2. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property shall be as per the Operating Agreement of the Surviving LLC .

FOURTH: EFFECTIVE DATE

The term "Effective Date" shall mean as of filing the Articles of Merger with the Florida Secretary of State.

FIFTH: APPROVAL

The Merger has previously been submitted to and approved by the members of the Merging LLC and the Surviving LLC. The managers and/or managing members of the parties shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Plan of Merger.

[Signatures on the next page]

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger
as of December 23, 2011.

SURVIVING LLC:

PEOPLEPOINT SOLUTIONS LLC, a Florida
limited liability company

By: _____


Gil Bonwitt, Manager

MERGING LLC:

TOPSOURCE STAFFING, LLC, a Florida limited
liability company

By: _____


Jason Squillante, Managing Member