

L39176



ACCOUNT NO. : 072100000032

REFERENCE : 076762 4303940

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : December 23, 1998

ORDER TIME : 12:37 PM

ORDER NO. : 076762-005

CUSTOMER NO: 4303940

CUSTOMER: Ms. Leslie Arnett
Holland & Knight
Suite 2300
400 North Ashley Drive
Tampa, FL 33602

Merger

500002753615--5

ARTICLES OF MERGER

DGAC II, INC.

INTO

THE TEAMSTAFF COMPANIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

[Handwritten initials]

FILED
99 JAN 25 PM 4 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN 25 PM 1:05
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DGAC II, INC., a Florida corporation P98000089336

INTO

THE TEAMSTAFF COMPANIES, INC., a Florida corporation, L39176.

File date: January 25, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF MERGER
BETWEEN
DGAC II, INC.
AND
THE TEAMSTAFF COMPANIES, INC.**

**FILED
99 JAN 25 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, The TeamStaff Companies, Inc., a Florida corporation (the "Surviving Corporation") and DGAC II, Inc., a Florida corporation (the "Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger.

ARTICLE I

The Plan of Merger, as contained in the Plan and Agreement of Merger and Reorganization dated as of October 29, 1998, effecting the Merger of the Merging Corporation with and into the Surviving Corporation is attached hereto and made a part of these Articles of Merger as Exhibit "A" (the "Plan of Merger").

ARTICLE II

The effective time and date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE III

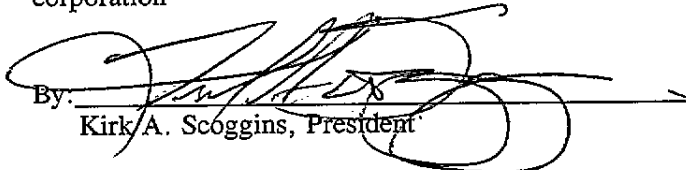
The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on October 28, 1998 and by the unanimous written consent of the holders of its outstanding shares of common stock on October 28, 1998. The Plan of Merger was adopted by the Merging Corporation by the unanimous written consent of its Board of Directors on October 28, 1998 and by the written consent of its sole shareholder on October 28, 1998.

ARTICLE IV

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatures to the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 18th day of December, 1998.

THE TEAMSTAFF COMPANIES, INC., a Florida corporation

By: 
Kirk A. Scoggins, President

DGAC II, INC., a Florida corporation

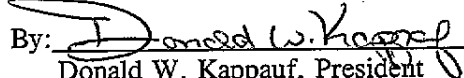
By: 
Donald W. Kappauf, President

EXHIBIT "A"

**PLAN OF MERGER
BETWEEN
DGAC II, INC.
AND
THE TEAMSTAFF COMPANIES, INC.**

DGAC II, Inc., a Florida corporation, and The TeamStaff Companies, Inc., a Florida corporation, hereby adopt the following Plan of Merger, dated as of October 29, 1998, pursuant to Section 607.1101 of the Florida Business Corporation Act.

- (a) The name of each of the corporations planning to merge is:
- i) The name of the surviving corporation is The TeamStaff Companies, Inc. (the "Surviving Corporation"); and
 - ii) The name of the merging corporation is DGAC II, Inc. (the "Merging Corporation").

(b) The effective time and date of the merger shall be upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

- (c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

- (d) The manner and basis of converting the shares of each corporation shall be as follows:

A. At the Effective Time, by virtue of the merger and without any further action on the part of the Merging Corporation, each issued and outstanding share of common stock, no par value per share, of the Merging Corporation immediately prior to the Effective Time shall be converted into, and become exchangeable for, one share of common stock, \$1.00 par value per share, of the Surviving Corporation.

B. At the Effective Time, by virtue of the merger and without any further action on the part of the Surviving Corporation, each issued and outstanding share of common stock, par value \$1.00 per share, of the Surviving Corporation outstanding immediately prior to the Effective Time shall be converted into, and become exchangeable for, the right to receive (i) 216,418 shares of common stock, \$.001 par value per share, of Digital Solutions, Inc., the sole shareholder of the Merging Corporation, and (ii) the repayment of debt owed by the Surviving Corporation.

(e) The articles of incorporation of the Surviving Corporation at the Effective Time shall be the articles of incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed under the laws of Florida.

(f) The bylaws of the Surviving Corporation at the Effective Time shall be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided.

(g) The Boards of Directors of each corporation party to the merger may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.

TPA3-600918.3