

L40551

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July 29, 1999

VIA FEDERAL EXPRESS

Mr. John Hall
Hall's Delivery Service
464 E. Freddie Martin Dr.
Tallahassee, FL 32301

*Call
681-0619*

FILED
99 AUG -2 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800002947258--8
-08/02/99--01056--015
****113.75 ****113.75

Dear Mr. Hall:

Enclosed is the executed original of ARTICLES OF MERGER between A & A Management Services, Inc., Ardaman & Associates, Inc. and Ardaman Personnel, Inc.

Please file with the Department of State, State of Florida, Corporations Division ON MONDAY, AUGUST 2, 1999. The effective date is the date of filing.

Please obtain a certified copy of the filed document and send to me, together with your statement for fees and costs.

If there is any question, please call me.

Please call me to confirm receipt of this letter and the enclosure.

Sincerely,

MWW
Maxwell W. Wells, Jr.

MWW/w
Enclosure

Merger + N.C.

C. COULLETTE AUG 02 1999

RECEIVED
99 AUG -2 AM 11:00
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
*Please Call
When Ready
681-0619*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 2, 1999

HALLS DELIVERY SERVICE

TALLAHASSEE, FL

SUBJECT: ARDAMAN PERSONNEL, INC.
Ref. Number: L40551

We have received your document for ARDAMAN PERSONNEL, INC. and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Look in the title of this document at the name Ardaman & Associates, Inc.. Do you see the mistake in the spelling? Please correct and return for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 199A00039076

ARTICLES OF MERGER
Merger Sheet

MERGING:

A & A MANAGEMENT SERVICES, INC., a Florida corporation, 487974

ARDAMAN & ASSOCIATES, INC., a Florida corporation, S27686

INTO

ARDAMAN PERSONNEL, INC. which changed its name to

ARDAMAN & ASSOCIATES, INC., a Florida corporation, L40551

File date: August 2, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
BETWEEN
A & A MANAGEMENT SERVICES, INC.
ARDAMAN & ASSOCIATES, INC.
AND
ARDAMAN PERSONNEL, INC.

99 AUG -2 PM 2:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105, Florida Statutes, these Articles of Merger are filed for A & A MANAGEMENT SERVICES, INC., ARDAMAN & ASSOCIATES, INC. and ARDAMAN PERSONNEL, INC.

The PLAN OF MERGER, a copy of which is attached and made a part hereof, was approved by the Board of Directors of each corporation, and recommended to the shareholders, and was duly adopted by the affirmative votes by the holders of more than 60% of the shares issued and outstanding for each of the three corporations at meetings duly noticed for each corporation and held June 25, 1999.

The Plan of Merger provides that the shares of stock in the acquired corporations will be converted into the same number of shares of the surviving corporation.

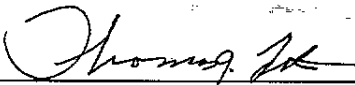
The effective date of the merger is to be the date of filing with the Department of State of the State of Florida.

ARDAMAN PERSONNEL, INC. is the surviving corporation, and will succeed to the ownership of all of the assets of the two acquired corporations

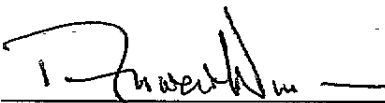
The Plan of Merger provides that the Articles of Incorporation of the surviving corporation, ARDAMAN PERSONNEL, INC., are to be amended as of the Effective Date of the merger to change the name of the corporation to ARDAMAN & ASSOCIATES, INC.

These Articles of Merger are executed by the duly authorized officer of each of the participating corporations, this 25th day of June, 1999.

A & A MANAGEMENT SERVICES, INC.

By 
Thomas J. Leto, as President

ARDAMAN & ASSOCIATES, INC.

By 
Anwar E. Z. Wissa, as President

ARDAMAN PERSONNEL, INC.

By 
Scott W. Davidson, as President

PLAN OF MERGER
BETWEEN
A & A MANAGEMENT SERVICES, INC.
ARDAMAN & ASSOCIATES, INC.
AND
ARDAMAN PERSONNEL, INC.

This PLAN OF MERGER is between A & A MANAGEMENT SERVICES, INC., ARDAMAN & ASSOCIATES, INC. and ARDAMAN PERSONNEL, INC., each of which is a Florida corporation.

Each A & A MANAGEMENT SERVICES, INC. and ARDAMAN & ASSOCIATES, INC. will merge with and into ARDAMAN PERSONNEL, INC. and the surviving corporation will be ARDAMAN PERSONNEL, INC. Upon the filing of the Articles of Merger, the acquired corporations, A & A MANAGEMENT SERVICES, INC. and ARDAMAN & ASSOCIATES, INC., will no longer continue as a separate corporation.

The shares of stock in each of the two acquired corporations will be converted into the same number of shares of the surviving corporation. The shareholders of the three corporations are the same and each shareholder holds the same number and percentage of shares of common stock issued and outstanding in each of the three corporations. The shares of stock held by each shareholder in the two acquired corporations will be cancelled and the shares of stock presently held by each shareholder in the surviving corporation shall include and represent the interests heretofore evidenced by the shares of stock in the two acquired corporations.

On the effective date of the merger the title to all real estate and other property and property interests, tangible and intangible, owned by each of the acquired

corporations shall become vested in the surviving corporation without reversion or impairment.

On the effective date of the merger, the Articles of Incorporation of ARDAMAN PERSONNEL, INC. shall be amended as follows:

Article I of the Articles of Incorporation shall be amended to read:

Article I. NAME

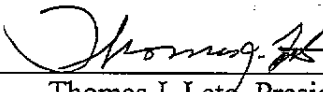
The name of the corporation shall be ARDAMAN & ASSOCIATES, INC.

This Articles of Merger to include this Plan of Merger, after approval by the shareholders of each corporation, shall be filed with the Department of State of the State of Florida in Tallahassee, Florida. The effective date of the merger shall be the date of filing.

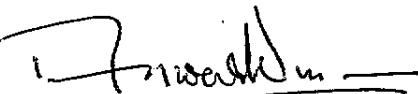
On the effective date of the merger, the members of the Board of Directors of the surviving corporation shall be the individuals who are presently the members of the Board of Directors of A & A Management Services, Inc., the members of the Executive Committee of the surviving corporation shall be the individuals who are presently the members of the Executive Committee of Ardaman & Associates, Inc., and the officers of the surviving corporation shall be the same individuals who are presently the officers of Ardaman & Associates, Inc.

The foregoing Plan of merger is executed by each of the constituent corporations.

A & A MANAGEMENT SERVICES, INC.

By 
Thomas J. Leto, President

ARDAMAN & ASSOCIATES, INC.

By 
Anwar E. Z. Wissa, President

ARDAMAN PERSONNEL, INC.

By 
Scott W. Davidson, President