

L69049

AKERMAN SENTERFITT

Requester's Name

B.J. MORTON/ 222-3471

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Advantage Acquisition Corp. P00000116256
(Corporation Name) (Document #)

2. Paydata Payroll Services, Inc. P94000093542
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #) 200003674232-6

-02/12/01--01081--001
****113.75 ****113.75

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

FILED
01 FEB 12 PM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 FEB 12 AM 11:16
DIVISION OF CORPORATION

Examiner's Initials

DR
2/12/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADVANTAGE ACQUISITION CORP., a Florida corporation P00000116256

PAYDATA PAYROLL SERVICES, INC., a Florida corporation P94000093542

INTO

PAYROLL DEPOT, INC., a Florida entity, L69049

File date: February 12, 2001

Corporate Specialist: Annette Ramsey

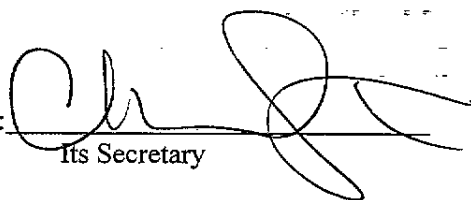
**ARTICLES OF MERGER
OF
ADVANTAGE ACQUISITION CORP. AND PAYDATA PAYROLL SERVICES, INC.
INTO
PAYROLL DEPOT, INC.**

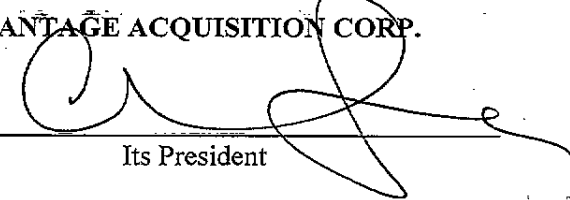
FILED
01 FEB 12 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

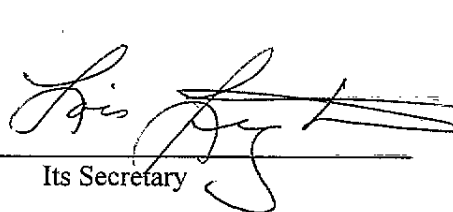
Pursuant to Section 607.1105, Florida Statutes, **PAYROLL DEPOT, INC.**, a Florida corporation ("Payroll") hereby delivers to the Department of State for filing the following Articles of Merger for the merger of **ADVANTAGE ACQUISITION CORP.**, a Florida corporation ("Advantage") and **PAYDATA PAYROLL SERVICES, INC.**, a Florida corporation ("Paydata"), with and into Payroll, which shall be the surviving corporation.

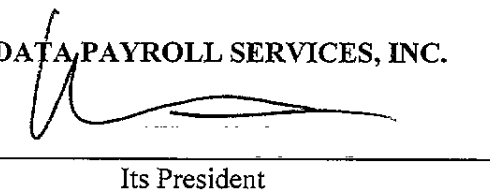
1. A true copy of the Agreement and Plan of Merger is attached hereto as Exhibit A.
2. The merger shall become effective as of the close of business on February 12, 2001 (the "Effective Time").
3. The Agreement and Plan of Merger dated February 6, 2001, pursuant to which Advantage and Paydata shall be merged with and into Payroll, was unanimously adopted by the shareholders of Payroll and Paydata by resolutions adopted on February 6, 2001, and by the shareholder of Advantage by resolutions adopted February 6, 2001.

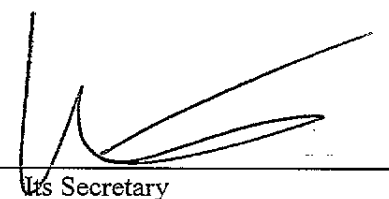
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Advantage, Paydata and Payroll by their authorized officers as of February 6, 2001.

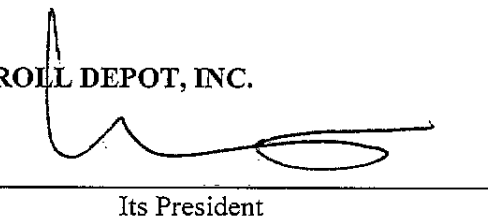
Attested by: 
Its Secretary

ADVANTAGE ACQUISITION CORP.
By: 
Its President

Attested by: 
Its Secretary

PAYDATA PAYROLL SERVICES, INC.
By: 
Its President

Attested by: 
Its Secretary

PAYROLL DEPOT, INC.
By: 
Its President

STATE OF MAINE
COUNTY OF CUMBERLAND

The foregoing instrument was acknowledged before me this 7th day of February 2001, by Charles W. Lathrop, Jr., as President of Advantage Acquisition Corp., a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.

NOTARY PUBLIC:


(NOTARY SEAL)
Peter B. Webster
Signature of Notary Public

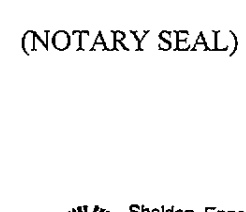
Peter B. Webster
Print Name of Notary Public

I am a Notary Public of the State of Maine and
my commission expires on 11/09/07.

STATE OF FLORIDA
COUNTY OF ~~BROWARD~~
Palm Beach


The foregoing instrument was acknowledged before me this 8th day of February 2001, by Lois ^{Morton} Lightman, as President of Paydata Payroll Services, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me and did take an oath.

NOTARY PUBLIC:


(NOTARY SEAL)
Sheldon Engelhard
Signature of Notary Public

Sheldon Engelhard
Print Name of Notary Public

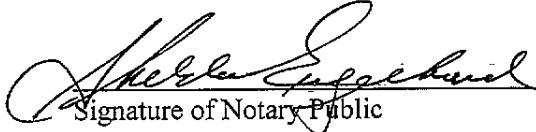
I am a Notary Public of the State of Florida and
my commission expires on _____.

 Sheldon Engelhard
My Commission CC7246
Expires March 15, 2002

STATE OF FLORIDA
COUNTY OF ~~BROWARD~~
Palm Beach

The foregoing instrument was acknowledged before me this 5th day of February 2001 by Morton Lightman, as President of Payroll Depot, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.

NOTARY PUBLIC:


Signature of Notary Public

(NOTARY SEAL)



Sheldon Engelhard
My Commission CC724818
Expires March 15, 2002

Print Name of Notary Public

I am a Notary Public of the State of Florida and
my commission expires on _____.

P:\PBWD10096\Payroll Depot\Articles of Merger 2-7-01.DOC

Exhibit "A"

AGREEMENT AND PLAN OF MERGER

ADVANTAGE ACQUISITION CORP., a Florida corporation ("Advantage"), **PAYDATA PAYROLL SERVICES, INC.**, a Florida corporation ("Paydata"), and **PAYROLL DEPOT, INC.**, a Florida corporation ("Payroll"), hereby adopt the following plan as the Plan of Merger required by Section 607.1101, Florida Statutes. In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. Pursuant to the Florida Business Corporation Act, at the Effective Time (as defined below), Advantage and Paydata shall be merged with and into Payroll (the "Merger"), the separate and corporate existence of Advantage and Paydata shall cease, and Payroll (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name.

2. The Merger shall become effective as of the close of business on February 12, 2001 (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises, and authority, of a public as well as private nature, of each of Advantage and Paydata shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of Advantage and Paydata shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of Advantage and Paydata shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of Advantage and Paydata as of the Effective Date.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

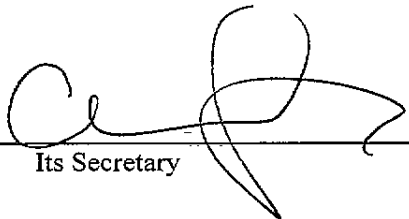
a. each issued and outstanding share of the capital stock of Advantage and Paydata shall be cancelled without payment of any consideration and without any conversion; and

b. each issued and outstanding share of capital stock of the Surviving Corporation shall be cancelled and one hundred shares of the capital stock shall be issued to Advantage Business Services Holdings, Inc., a Delaware corporation, and shall remain issued and outstanding.

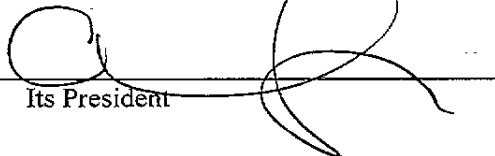
6. The Articles of Incorporation and Bylaws of Payroll in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation and Bylaws of the Surviving Corporation.

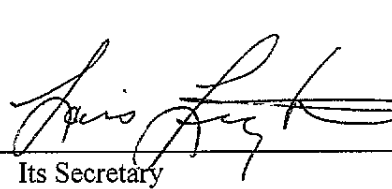
7. The director and officers of Payroll shall be Charles W. Lathrop, Jr., as Director, and Charles W. Lathrop, Jr. as President, Treasurer and Secretary, whose address is 126 Merrow Road, P.O. Box 1330, Auburn, Maine 04211-1330.

8. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

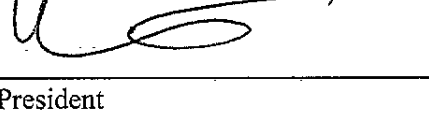
Attested By: 
Its Secretary

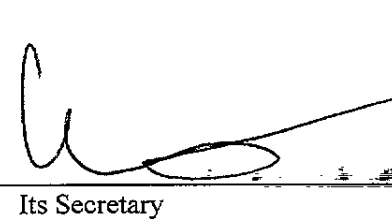
ADVANTAGE ACQUISITION CORP.

By: 
Its President

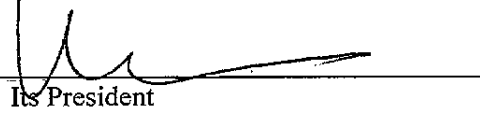
Attested by: 
Its Secretary

PAYDATA PAYROLL SERVICES, INC.

By: 
Its President

Attested by: 
Its Secretary

PAYROLL DEPOT, INC.

By: 
Its President

P:\PBW\10096\Payroll Depot\Agreement and Plan of Merger 2-7-01.DOC