

Division of Corporations

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**L81468**

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DIVISION OF CORPORATIONS

## Florida Department of State

Division of Corporations

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## Electronic Filing Cover Sheet

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## MERGER OR SHARE EXCHANGE

THE OMNI PARTNERS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	067
Estimated Charge	\$105.00

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

E-CRUITER ACQUISITION CORP., a Florida corporation, document number  
P01000071509

OMNI PARTNERS MID-ATLANTIC, INC., a Pennsylvania corporation not  
qualified

INTO

**THE OMNI PARTNERS, INC.**, a Florida entity, L81468.

File date: July 26, 2001

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 27, 2001

E-CRUITER ACQUISITION CORP.  
861 SW 78TH AVENUE  
PLANTATION, FL 33324

SUBJECT: E-CRUITER ACQUISITION CORP.  
REF: P01000071509

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: HQ1000084969  
Letter Number: 901A00043728

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 TALLAHASSEE, FLORIDA  
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ARTICLES OF MERGER  
 OF  
 E-CRUITER ACQUISITION CORP., a Florida corporation,  
 and  
 OMNI PARTERS MID-ATLANTIC, a Pennsylvania corporation  
 into  
 THE OMNI PARTNERS, INC., a Florida corporation

ARTICLES OF MERGER between E-CRUITER ACQUISITION CORP., a Florida corporation ("ACQUISITION CORP."), OMNI PARTNERS MID-ATLANTIC, INC., a Pennsylvania corporation, and THE OMNI PARTNERS, INC., a Florida corporation ("OMNI PARTNERS"), sometimes hereinafter collectively referred to as the "Constituent Corporations" as follows:

WHEREAS, ACQUISITION CORP. is a wholly owned subsidiary of E-CRUITERS.COM, INC., a Canadian corporation; and

WHEREAS, OMNI PARTNERS, ACQUISITION CORP. and MID-ATLANTIC entered into a Merger Agreement dated July 24, 2001 ("Merger Agreement"), and along with E-CRUITERS.COM, INC., MARVIN A. COHEN and MEREDITH A. COHEN, entered into a Plan of Reorganization dated July 20, 2001 ("Plan of Reorganization") and a Share Purchase Agreement dated May 18, 2001 ("Share Purchase Agreement"), hereinafter collectively referred to as the "Agreements" for the purpose of completing a tax free stock exchange pursuant to I.R.C. §368(a)(2)(E); and

WHEREAS, the Agreements provide for the merger of ACQUISITION CORP. and MID-ATLANTIC into OMNI PARTNERS as part of the reorganization; and

WHEREAS, §607.1101 *et seq.* of the Florida Business Corporation Act (the "Florida Act") and Title 15 §1921 *et seq.* of the Pennsylvania Business Corporation Law of 1988 ("1988 BLC") authorize the merger of the corporations;

NOW, THEREFORE, pursuant to §607.1105 of the Florida Act, ACQUISITION CORP, MID-ATLANTIC and OMNI PARTNERS adopt the following Articles of Merger.

1. The Merger Agreement dated July 24, 2001 ("Merger Agreement"), the Plan of Reorganization dated July 20, 2001 ("Plan of Reorganization") and the Share Purchase Agreement dated May 18, 2001 ("Share Purchase Agreement"), hereinafter collectively referred to as the "Agreements" between ACQUISITION CORP. and OMNI PARTNERS were all approved and adopted by the shareholders of ACQUISITION CORP. and the shareholders of OMNI PARTNERS on the above-referenced dates on which the respective Agreements were signed. The date of adoption of the plan of merger for all parties was July 24, 2001.

2. Under the terms of the Agreements, E-CRUITERS.COM, INC. shall acquire all issued and outstanding shares of the Constituent Corporations by means of a merger of ACQUISITION CORP. and MID-ATLANTIC into OMNI PARTNERS, the surviving corporation and the exchange

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of shares contemplated by the Agreements.

3. The Merger Agreement is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Florida Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on this 25 day of July, 2001.

ATTEST:

\_\_\_\_\_

E-CRUITER ACQUISITION CORP.

By: 

MICHAEL MILLARKEY  
President/Secretary

ATTEST:

\_\_\_\_\_

THE OMNI PARTNERS, INC.

By: 

MARVIN A. COHEN  
President/Secretary

ATTEST:

\_\_\_\_\_

OMNIPARTNERS MID-ATLANTIC INC.

By: 

MARVIN A. COHEN  
President/Secretary

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## AGREEMENT AND PLAN OF MERGER

MERGER AGREEMENT, dated as of July 24, 2001, by and among E-CRUITERS.COM, INC., a Canadian corporation ("Parent"), E-CRUITER ACQUISITION CORP., a Florida corporation and a wholly-owned subsidiary of Parent ("Sub"), and THE OMNI PARTNERS, INC., a Florida corporation (sometimes referred to herein by name as "Target") and OMNI PARTNERS MID-ATLANTIC, INC., a Pennsylvania corporation ("Mid-Atlantic"); (Sub, Mid-Atlantic and Target being hereinafter collectively referred to as the "Constituent Corporations").

RECITALS:

A. Prior to the execution of this Merger Agreement, Parent, Sub, Target and Mid-Atlantic entered into a Share Purchase Agreement ("Share Purchase Agreement") dated May 18, 2001 and a Plan of Reorganization dated as of July 20, 2001, (the "Plan of Reorganization") providing for certain representations, warranties, and agreements in connection with the transaction contemplated.

B. The Boards of Directors of Parent, Sub, Mid-Atlantic and Target have approved the acquisition of Target by Parent.

C. The Boards of Directors of Parent, Sub, Mid-Atlantic and Target have approved the merger of Sub and Mid-Atlantic into Target (the "Merger") upon the terms and subject to the conditions set forth herein and in the Plan of Reorganization.

D. For federal income tax purposes, it is intended that the Merger shall qualify as a reorganization with the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

## ARTICLE I

## THE MERGER

1.1 The Merger (a) At the Effective Time (as defined in Section 1.2) and subject to the terms and conditions of this Agreement and the Plan of Reorganization, Mid-Atlantic and Sub shall be merged into Target and the separate existence of Mid-Atlantic and Sub shall thereupon cease, in accordance with the applicable provisions of the Florida Business Corporation Act (the "Florida Act") and the Pennsylvania Business Corporation Law of 1988 ("1988 BCL") which authorize the merger of the corporations;

(b) Target will be the surviving corporation in the Merger (sometimes referred to herein as the "Surviving Corporation") and will continue to be governed by the laws of the State of Florida, and the separate corporate existence of Target and all of its rights, privileges, immunities and franchises, public or private, and all its duties and liabilities as a corporation organized under Florida law will continue, unaffected by the Merger.

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(c) The Merger will have the effects specified by the Florida Act and the 1988 BLC.

1.2 Effective Time. As soon as practicable following fulfillment or waiver of the conditions specified in the Share Purchase Agreement and Article III of the Plan of Reorganization and provided that this Agreement has not been terminated or abandoned pursuant to Article IV hereof, the Constituent Corporations will cause Articles of Merger (the "Articles of Merger") to be filed with the office of the Secretary of State of the State of Florida. Subject to and in accordance with the laws of the State of Florida, the Merger will become effective at the date and time the Articles of Merger are filed. (the "Effective Time").

## ARTICLE II

### THE SURVIVING CORPORATION

2.1 Certificate of Incorporation. The Articles of Incorporation of Target as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation after the Effective Time.

2.2 By-Laws. The By-Laws of Target as in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation after the Effective Time.

## ARTICLE III

### EXCHANGE OF SHARES

3.1 Exchange of Target Shares in the Merger. Pursuant to this Agreement, at the Effective Time, by virtue of the Merger and without any action on the part of any holder of any capital stock of Target each remaining issued and outstanding share of Target Common Stock shall be exchanged for the number of shares of validly issued, fully paid and non-assessable common stock of Parent ("Parent Common Stock") set forth in the Share Purchase Agreement.

## TERMINATION AND AMENDMENT

4.1 Termination. This Agreement shall terminate in the event of and upon termination of the Plan of Reorganization.

4.2 Amendment. This Agreement may be amended by the parties hereto.

4.3 Waiver. At any time prior to the Effective Time, the parties hereto may (a) extend the time for the performance of any of the obligations or other acts of the other parties hereto, (b) waive any inaccuracies in the representations and warranties contained herein or in any document delivered pursuant hereto and (c) waive compliance with any of the agreements or conditions contained herein. Any agreement on the part of a party hereto to any such extension or waiver shall be valid if set forth in an instrument in writing signed on behalf of such party.

4.4 Entire Agreement. This Agreement and the Plan of Reorganization constitute the entire agreement between the parties and shall be binding upon and inure to the benefit of the parties hereto and their respective legal representatives, successors and permitted

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assigns. The parties and their respective affiliates make no representations or warranties to each other, except as contained in the Plan of Reorganization, and any and all prior representations and statements made by any party or its representatives, whether verbally or in writing, are deemed to have been merged into this Agreement and the Plan of Reorganization, it being intended that no such representations or statements shall survive the execution and delivery of this Agreement and the Plan of Reorganization.

4.5 Non-Waiver. The failure in any one or more instances of a party to insist upon performance of any of the terms, covenants or conditions of this Agreement, to exercise any right or privilege conferred in this Agreement, or the waiver by said party of any breach of any of the terms, covenants or conditions of this Agreement, shall not be construed as a subsequent waiver of any such terms, covenants, conditions, rights or privileges, but the same shall continue and remain in full force and effect as if no such forbearance or waiver had occurred. No waiver shall be effective unless it is in writing and signed by an authorized representative of the waiving party.

4.6 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all such counterparts shall constitute but one instrument.

4.7 Severability. The invalidity of any provision of this Agreement or portion of a provision shall not affect the validity of any other provision of this Agreement or the remaining portion of the applicable provision.

4.8 Governing Law. This Agreement and the Plan of Reorganization shall be construed in accordance with the laws of the State of Florida applicable to contracts made to be performed entirely therein.

4.9 Binding Effect; Benefit. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their successors and permitted assigns. Nothing in this Agreement, express or implied, is intended to confer on any person other than the parties hereto and their respective successors and permitted assigns, any rights, remedies, obligations or liabilities under or by reason of this Agreement, including, without limitation, third party beneficiary rights.

4.10 Assignability. This Agreement shall not be assignable by either party without the prior written consent of the other party (which consent shall not be unreasonably withheld), except that Parent may assign this Agreement to a wholly-owned subsidiary of Parent, but such assignment shall not relieve Parent of any of its liabilities hereunder.

4.11 Headings. The headings contained in this Agreement are for convenience of reference only and shall not affect the meaning or interpretation of this Agreement.


IN WITNESS WHEREOF, the parties have executed this Agreement of Merger on the date first above written.



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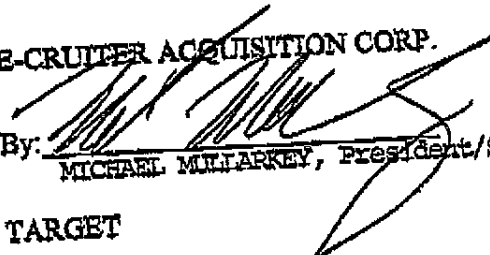
PARENT:

E-CRUTTER.COM, INC.

By:   
MICHAEL MILLARKEY, President/Secretary

SUB:

E-CRUTTER ACQUISITION CORP.


By:   
MICHAEL MILLARKEY, President/Secretary

TARGET

THE OMNI PARTNERS, INC.

By:   
MARVIN A. COHEN, President/Secretary  
MID-ATLANTIC

OMNI PARTNERS MID-ATLANTIC, INC.

By:   
MARVIN A. COHEN, President/Secretary

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