

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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FILING

Merger

1.) Payroll 2000, INC

(CORPORATE NAME & DOCUMENT #)

(into)

2.) Payroll 2000, INC

(CORPORATE NAME & DOCUMENT #)

000002959080--9

-08/13/99-01047-011

\*\*\*140.00 \*\*\*140.00

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE  
8-15-99

5.)  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

SL 8-13-99

FILED  
AUG 13 PM 12:45  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

PAYROLL 2000, INC., a Florida entity, P98000067376

INTO

**PAYROLL 2000, LLC**, a Florida entity, L99000004747

File date: August 13, 1999, effective August 15, 1999

Corporate Specialist: Shawn Logan

ARTICLES OF MERGER

OF

Payroll 2000, LLC

A Florida limited liability company

FEIN: 59-3590359 and Florida Document Registration Number L99000004747

Street Address of Principal Office -----Two Urban Centre Suite 450  
4890 W. Kennedy Blvd.  
Tampa, FL 33609-1847

Which entity is the SURVIVING ENTITY

AND

Payroll 2000, Inc.

A Florida corporation

FEIN 59-3532035 Florida Document Registration Number P98000067376

Street Address of Principal Office -----Two Urban Centre Suite 450  
4890 W. Kennedy Blvd.  
Tampa, FL 33609-1847

Which entity is the Merging entity

To the Secretary of State  
of the State of Florida

FILED  
99 AUG 13 PM 12:45  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1109 and 608.4382, the following Articles of Merger are executed for the purpose of merging Payroll 2000, Inc., a Florida corporation (the "Merged Corporation"), into Payroll 2000, LLC, a Florida limited liability company (the "Surviving Limited Liability Company").

1. The Agreement and Plan of Merger is attached hereto as Exhibit "A" (the "Plan").
2. The Plan was approved by all of the Sole Director and Sole Stockholder of the Merged Corporation on August 6, 1999 in accordance with Chapter 607, Florida Statutes.
3. The Plan was approved by all of the Sole Manager and Sole Member of the Surviving Limited Liability Company on August 6, 1999 in accordance with Chapter 608, Florida Statutes.
4. The effective date of the merger in the State of Florida herein provided shall be August 15, 1999.
5. The Plan meets the requirements of Sections 607.1108 and 608.438, Florida Statutes.


6. This merger is permitted by all applicable laws and is not prohibited by the Articles of Incorporation or the Regulations, Operating Agreement or Articles of Organization of any corporation or limited liability company that is a party to this merger.

These Articles of Merger comply and were executed effective August 6, 1999 in accordance with the laws of Florida which is the jurisdiction of each party hereto.

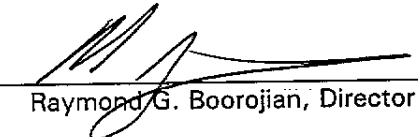
Payroll 2000, LLC

By:   
Raymond G. Boorajian, Director and President

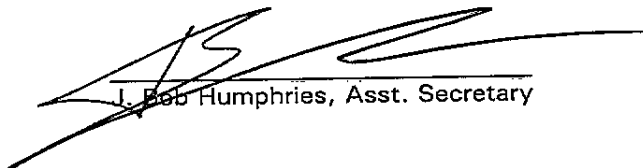
Attest:

  
J. Bob Humphries, Asst. Secretary

Payroll 2000, Inc.

By:   
Raymond G. Boorajian, Director and President

Attest:

  
J. Bob Humphries, Asst. Secretary

FILED  
99 AUG 13 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made this 6th day of August, 1999, between Payroll 2000, LLC, a Florida limited liability company ("Surviving Limited Liability Company") and Payroll 2000, Inc., a Florida corporation ("Merged Corporation") ( hereinafter individually called "Merging Entity" and collectively called the "Merging Entities").

### W I T N E S S E T H:

WHEREAS, the Articles of Organization of the Surviving Limited Liability Company were filed in the office of the Secretary of State of Florida on August 1, 1999:

WHEREAS, Merged Corporation, by its Certificate of Incorporation filed in the office of the Secretary of State of Florida has authorized shares of \$1.00 par value common capital stock, of which 100 shares are issued and outstanding on the date hereof;

WHEREAS, the Sole Director of the Merged Corporation and the sole member and sole manager of the Surviving Limited Liability Company have authorized the merger of Merged Corporation into Surviving Limited Liability Company pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law; and

WHEREAS, this Plan is subject to and is recommended for approval by the sole shareholder of the Merged Corporation and by the member of the Surviving Limited Liability Company.

NOW, THEREFORE, the merger of Merged Corporation into Surviving Limited Liability Company shall be accomplished as follows:

### ARTICLE I Merger

On the Effective Date (defined below), Merged Corporation shall be merged into Surviving Limited Liability Company and Surviving Limited Liability Company shall merge Merged Corporation into itself. Following the approval of this Plan by the Sole Shareholder and sole member and the sole officer of the Merging Entities shall cause the filing of Articles of Merger with the Secretary of the State of Florida, with the merger to have an effective date of August 15, 1999 (the "Effective Date").

### ARTICLE II Articles of Organization and Name

The Articles of Organization of the Surviving Limited Liability Company shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be Payroll 2000, LLC.

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19 AUG 13 PM 12:55  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

ARTICLE III  
Conversion of Shares and Membership Interests

(a) Each share of \$1.00 par value common capital stock of Merged Corporation outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one-half percent (0.5%) of membership interest in the Surviving Limited Liability Company. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Merged Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefore a certificate or certificates representing the aggregate membership interest of Surviving Limited Liability Company into which the shares of common stock of Merged Corporation theretofore represented by such certificate or certificates shall have been converted pursuant to this Paragraph (a).

(b) Each 1% membership interest of Surviving Limited Liability Company outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one-half percent (0.5%) membership interest in the Surviving Limited Liability Company. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing membership interest of Surviving Limited Liability Company shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefore a certificate or certificates representing the aggregate membership interest of Surviving Limited Liability Company into which the membership interest of Surviving Limited Liability Company theretofore represented by such certificate or certificates shall have been converted pursuant to this Paragraph (b).

ARTICLE IV  
Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing Regulations and Operating Agreement (the "Regulations") of Surviving Limited Liability Company shall remain in effect and unchanged as a result of this merger.

(b) The sole manager of Surviving Limited Liability Company on the Effective Date shall remain as the sole manager of the Surviving Limited Liability Company after the merger. The name and business address of the sole manager is as follows:

Raymond G. Boorajian  
Two Urban Centre Suite 450  
4890 West Kennedy Boulevard  
Tampa, Florida 33609-1847

(c) The officers of Surviving Limited Liability Company on the Effective Date shall remain as the officers of Surviving Limited Liability Company.

(d) The Surviving Limited Liability Company shall pay all expenses incident to this merger.

(e) Prior to the Effective Date, neither Merging Entity shall issue, sell or issue rights to subscribe to any shares of stock or membership interest.

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CLERK OF DISTRICT COURT  
TAMPA, FLORIDA

(f) Prior to the Effective Date, neither Merging Corporation shall incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(g) Upon the Effective Date, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Limited Liability Company, in accordance with the provisions hereof, the laws of the State of Florida. After the merger, Surviving Limited Liability Company shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporation. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Limited Liability Company, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Limited Liability Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Limited Liability Company.

(h) Following the merger, Surviving Limited Liability Company shall cause a copy of this Plan, the certificate of merger, or such other documents as the officers of Surviving Limited Liability Company shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(i) If, at any time, Surviving Limited Liability Company shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Limited Liability Company, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Limited Liability Company, and otherwise to carry out the purposes of this Plan.

ARTICLE V  
Approval of Merger

The parties do hereby acknowledge and confirm as follows:

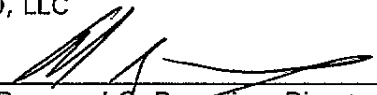
(a) This Plan has been duly adopted and approved by written consent dated August 6, 1999, by the Sole Manager and by the Sole Member of the Surviving Limited Liability Company pursuant to Section 608, Florida Statutes, and the undersigned officers of the Surviving Limited Liability Company have been authorized and directed to execute same.

(b) This Plan has been duly adopted and approved by written consent dated August 6, 1999, by the Sole Director and by the Sole Shareholder of the Merged Corporation pursuant to Sections 607, Florida Statutes, and the undersigned officers of the Merged Corporation have been authorized and directed to execute same.

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AUG 13 PM 12:45  
CLERK OF CIRCUIT  
JANASSIE, FLORIDA

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers as of the day and year first above-written.


Payroll 2000, LLC

By:   
Raymond G. Boerojian, Director and President

Attest:   
J. Bob Humphries, Asst. Secretary

"Surviving Limited Liability Company"

Payroll 2000, Inc.

By:   
Raymond G. Boerojian, Director and President

Attest:   
J. Bob Humphries, Asst. Secretary

"Merged Corporation"

FILED  
99 AUG 13 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA