

Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)922-4000

From:

Account Name : CORPORATE CREATIONS ENTERPRISES, INC.
Account Number : 072100000245
Phone : (561)775-9980
Fax Number : (561)694-1639

MERGER OR SHARE EXCHANGE

WORKFORCE SOLUTIONS III, LLC

Certificate of Status	0
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Page Count	06
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

ARTICLE 1

The merging entity's name, principal office street address, jurisdiction, and entity type are listed below:

Name and Street Address:

WorkForce Solutions III Inc.
1801 Centrepark Drive East, Suite 100
West Palm Beach, FL 33401

Jurisdiction: Florida

Entity Type: Corporation

Florida Document Number: P97000050273

ARTICLE 2

The surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

Name and Street Address:

WorkForce Solutions III, LLC
1801 Centrepark Drive East, Suite 100
West Palm Beach, FL 33401

Jurisdiction: Florida

Entity Type: Limited Liability Company

Florida Document Number: L99000006335

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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ARTICLE 3

The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company in accordance with Chapters 607 and 608, Florida Statutes.

ARTICLE 4

The attached Plan of Merger was approved by each entity that is a party to the merger in accordance with applicable law.

ARTICLE 5

If the surviving entity is not incorporated, organized, or otherwise formed under the laws of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders and/or members of each entity that is a party to the merger.

ARTICLE 6

If the surviving entity is not incorporated, organized, or otherwise formed under the laws of Florida, the surviving entity agrees to pay the dissenting shareholders and/or members of each entity that is a party to the merger the amount, if any, to which they are entitled under Sections 607.1302 and 608.4384, Florida Statutes.

ARTICLE 7

The merger is permitted under the laws and governing documents applicable to each party to the merger.

ARTICLE 8

The merger shall become effective as of January 1, 2000.

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ARTICLE 9

The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

WorkForce Solutions III Inc.

By: [Signature]
Name: COLIN A. MONTGOMERY
Title: PRESIDENT

WorkForce Solutions III, LLC

By: [Signature]
Name: COLIN A. MONTGOMERY
Title: PRESIDENT

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107 and 608.4381, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

1. The merging entity's name and jurisdiction are listed below:

Name: WorkForce Solutions III Inc.

Jurisdiction: Florida

2. The surviving entity's name and jurisdiction are listed below:

Name: WorkForce Solutions III, LLC

Jurisdiction: Florida

3. The terms and conditions of the merger are as follows:

Each merging entity shall be merged into the surviving entity, and the effect of such merger shall be as stated in Sections 607.11101 and 608.4383, Florida Statutes. The merging entity shall be merged with and into the surviving entity, the separate and corporate existence of the merging entity shall cease, and the surviving entity shall continue its corporate existence under the laws of its state of incorporation under its present name. The surviving entity shall possess and retain every interest of the merging entity in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging entity shall be vested in the surviving entity without further act or deed. The title/interest in all real estate vested in the merging entity shall become vested in the surviving entity without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging entity shall be vested in the surviving entity without further act or deed. The surviving entity shall be liable for all of the obligations of the merging entity existing effective as of the date the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise: (a) all outstanding shares and options to acquire shares of the merging entity shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding units/interests and options to acquire units/interests of the surviving entity shall remain outstanding.

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4. If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name and address of each manager are listed below:

JAMES L. BREEDLOVE

1801 Centrepark Drive East, Suite 100 West Palm Beach FL 33401

CHARLES E. WALLACE

1801 Centrepark Drive East, Suite 100 West Palm Beach FL 33401

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ARTICLES OF MERGER
Merger Sheet

MERGING:

WORKFORCE SOLUTIONS III INC. a Florida entity P97000050273

into

WORKFORCE SOLUTIONS III, LLC, a Florida entity L99000006335

File date: December 7, 1999 , effective January 1, 2000

Corporate Specialist: Tammi Cline