

Sunstate Research

Requester's Name

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00 JUL 21 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200000052426

(305)379-9168

halane

Office Use Only

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

1. Careershop.com, Inc.
(Corporation Name) (Document #)

merger &
name

merging into

Change

2. _____
(Corporation Name) (Document #)

3. Personnel Group of Florida, Inc.
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy
☐ Certificate of Status

NEW FILINGS

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

AMENDMENTS

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

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

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

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Examiner's Initials

AR

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAREERSHOP.COM, INC., a Florida corporation P96000072893

INTO

PERSONNEL GROUP OF FLORIDA, INC. which changed its name to
CAREERSHOP.COM, INC., a Florida entity, P00000052426

File date: July 21, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

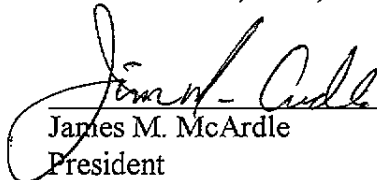
Pursuant to Section 607.1105 of the Florida Business Corporation Act, (the "Act"), CAREERSHOP.COM, INC., a Florida corporation (the "Merged Company"), and PERSONNEL GROUP OF FLORIDA, INC., a Florida corporation (the "Surviving Company"), hereby adopt the following Articles of Merger:

1. The Plan of Merger dated July 18, 2000 (the "Plan of Merger"), providing for the merger of the Merged Company into the Surviving Company (the "Merger"), is attached hereto as Exhibit A and incorporated herein by reference thereto.
2. The Plan of Merger was approved and adopted by the sole shareholder of the Merged Company on July 17, 2000, and was approved and adopted by the sole shareholder of the Surviving Company on July 17, 2000.
3. The Merger shall become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida.

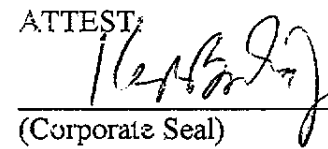
IN WITNESS WHEREOF, the parties have set their hands on July 19, 2000.

CAREERSHOP.COM, INC., a Florida corporation

By: _____

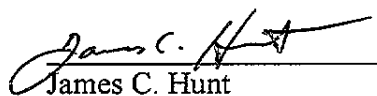

James M. McArdle
President

ATTEST:


(Corporate Seal)

PERSONNEL GROUP OF FLORIDA, INC., a
Florida corporation

By: _____


James C. Hunt
President

ATTEST:



(Corporate Seal)

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan of Merger"), dated as of July 18, 2000, is entered into by and between PERSONNEL GROUP OF FLORIDA, INC., a Florida corporation (the "Surviving Company"), and CAREERSHOP.COM, INC., a Florida corporation (the "Merged Company"). The Merged Company and the Surviving Company are hereinafter sometimes referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the sole shareholder of the Merged Company has determined that it would be in the best interest of such company, and the sole shareholder of the Surviving Company has determined that it would be in the best interest of such company, for the Merged Company to merge with and into the Surviving Company.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the parties hereto hereby agree as follows:

1. Merger. The Merged Company shall merge with and into the Surviving Company (the "Merger") in accordance with the terms and conditions of this Plan of Merger and the provisions of Section 607.1101 of the Florida Business Corporation Act (the "Act"). The Surviving Company shall be the surviving corporation.

2. Effective Date. The Merger shall become effective on the date the Articles of Merger (as defined below) are filed with the Department of State of the State of Florida (the "Effective Date").

3. Effect of Merger. Upon the Effective Date: (a) the Merged Company and the Surviving Company shall become a single corporation, and the separate corporate existence of the Merged Company shall cease; (b) the Surviving Company shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Company, of every type and description wherever located, shall vest in the Surviving Company without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the Surviving Company shall assume the obligations of the Merged Company.

4. Articles of Incorporation, By-laws, Officers and Directors of Surviving Company. Upon the Effective Date: (a) the articles of incorporation of the Surviving Company shall remain and continue as the articles of incorporation of the Surviving Company until amended in the manner provided by law, except that, on and as of the Effective Date, the name of the Surviving Company shall be changed to "CAREERSHOP.COM, INC."; (b) the by-laws of the Surviving Company shall remain and continue as the by-laws of the Surviving Company until amended in

the manner provided by law; and (c) the officers and directors of the Surviving Company shall remain and continue as the officers and directors of the Surviving Company until their successors are duly elected and qualified.

5. Conversion of Shares.

(a) Upon the Effective Date, each share of common stock of the Merged Company ("CareerShop Common Stock"), issued and outstanding immediately prior to the Effective Date, shall be cancelled and retired, without any action on the part of the holder thereof, and shall cease to exist without any consideration payable therefor.

(b) Upon the Effective Date, each option ("CareerShop Option"), issued and outstanding immediately prior to the Effective Date, to purchase shares of CareerShop Common Stock shall be converted into the right to receive from the Surviving Company cash consideration equal to \$1.67 for each share subject to such option, less the exercise price per share set forth in such CareerShop Option. Such payment shall be net of applicable withholding taxes and without interest thereon. From and after the Effective Date, the holders of any and all CareerShop Options shall cease to have any rights with respect thereto, except the right to receive the cash into which their CareerShop Options shall have been converted by the Merger, as described in this paragraph (b).

(c) From and after the Effective Date, all shares of common stock of the Surviving Company, issued and outstanding immediately prior to the Effective Date, shall remain issued and outstanding and shall represent the issued and outstanding shares of common stock of the Surviving Company.

6. Supplemental Action. If at any time after the Effective Date, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Company or the Merged Company, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan of Merger.

7. Amendment and Waiver. Any of the terms or conditions of this Plan of Merger may be amended or waived at any time prior to the Effective Date by the mutual consent of the Surviving Company and the Merged Company, by action taken by the Board of Directors of such parties; provided that after the vote of either the sole shareholder of the Merged Company or the sole shareholder of the Surviving Company, this Plan of Merger may be amended or modified in whole or in part only so long as such amendment or modification is made in accordance with Section 607.1103 of the Act.

8. Termination. At any time before the Effective Date, this Plan of Merger may be terminated and the Merger abandoned by mutual consent of the Board of Directors of both corporations.

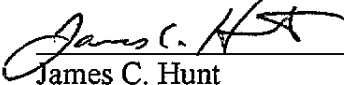
9. Governing Law. This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

10. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one and the same document.

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

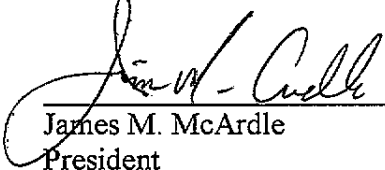
THE SURVIVING COMPANY:

PERSONNEL GROUP OF FLORIDA, INC.

By: 
James C. Hunt
President

THE MERGED COMPANY:

CAREERSHOP.COM, INC.

By: 
James M. McArdle
President