

Division of Corporations

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P000000052426

Florida Department of State  
Division of Corporations  
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EFFECTIVE DATE  
12-18-03

## MERGER OR SHARE EXCHANGE

## PERSONNEL GROUP HOLDINGS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$87.50

\$100.00

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03 DEC 17 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399AND  
FILED

12-18-03

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections(s) 607.1109, 608.4382, and/or 60.203, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<b>Name</b> <b>Venturi Technology Partners, LLC.</b> <b>Five Lakepoint Plaza</b> <b>2709 Water Ridge Parkway, 2<sup>nd</sup> Floor</b> <b>Charlotte, North Carolina 28217</b> <b>Florida Document/Registration Number: N/A</b>	<b>Jurisdiction</b> <b>North Carolina</b>	<b>Entity Type</b> <b>LLC</b>
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**EFFECTIVE DATE**

12-28-03

**FEI Number: 56-1977717**

**Second:** The name and jurisdiction of each merging corporation:

<b>Name</b> <b>Personnel Group Holdings, Inc.</b> <b>Five Lakepoint Plaza</b> <b>2709 Water Ridge Parkway, 2<sup>nd</sup> Floor</b> <b>Charlotte, North Carolina 28217</b> <b>Florida Document/Registration Number: P00000052426</b>	<b>Jurisdiction</b> <b>Florida</b>	<b>Entity Type</b> <b>Corporation</b>
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**FEI Number: 593684793**

**Third:** The attached Plan of Merger meets the requirements of section 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation, that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

**Fourth:** The attached Plan of Merger was approved by Venturi Technology Partners, LLC in accordance with the applicable laws of the state of North Carolina.

**Fifth:** Venturi Technology Partners, LLC, the surviving entity, hereby appoints the Florida Secretary of State as its agent for substitute service of process in any proceeding to enforce any obligation or the rights of any dissenting shareholders, of each domestic corporation, that is a party to the merger.

**Sixth:** Venturi Technology Partners, LLC, the surviving entity, hereby agrees to promptly pay to the dissenting shareholders of each domestic corporation 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.

**Seventh:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**Eighth:** The merger shall become effective as of December 28, 2003 at 11:59:59 pm.

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

Tenth: Signatures for each party:

Venturi Technology Partners, LLC.

By: 

Ken R. Bramlett, Jr.  
Senior Vice President & Manager

Personnel Group Holdings, Inc.

By: 

Ken R. Bramlett, Jr.  
Senior Vice President

AND  
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TALLAHASSEE, FL 32399

## PLAN OF MERGER

This Plan of Merger is made and entered into as of the 15 day of December, 2003, by and between PERSONNEL GROUP HOLDINGS, INC., a Florida corporation, and VENTURI TECHNOLOGY PARTNERS, LLC, a North Carolina limited liability company.

### I. *Entities Participating in Merger.*

Pursuant to North Carolina Business Corporation Act and Florida Statute 607.1108, Personnel Group Holdings, Inc., a Florida corporation (the "Merging Corporation"), will merge into Venturi Technology Partners, LLC, a North Carolina limited liability company, which will be the surviving company (the "Surviving Company"). The Merging Corporation is a wholly-owned subsidiary of the Surviving Company.

### II. *Name of Surviving Company.*

After the merger, the Surviving Company will have the name "Venturi Technology Partners, LLC".

### III. *Merger.*

The merger of the Merging Corporation into the Surviving Company will be effected pursuant to the terms and conditions of this Plan. This merger shall become effective at 11:59 pm on December 28, 2003. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Company will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

### IV. *Conversion and Exchange of Shares.*

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged in the following manner:

A. **Surviving Company.** The outstanding shares of the Surviving Company will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

B. **Merging Corporation.** Each outstanding share of the Merging Corporation shall be canceled.

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**V. *Managers of the Surviving Company.***

Managers of the Surviving Company are as follows:

Michael H. Barker	Five Lakepoint Plaza, 2709 Water Ridge Parkway, 2 <sup>nd</sup> Floor, Charlotte, North Carolina 28217
James C. Hunt	Five Lakepoint Plaza, 2709 Water Ridge Parkway, 2 <sup>nd</sup> Floor, Charlotte, North Carolina 28217
Ken R. Bramlett, Jr.	Five Lakepoint Plaza, 2709 Water Ridge Parkway, 2 <sup>nd</sup> Floor, Charlotte, North Carolina 28217

**VI. *Effect of the Plan of Merger upon the Surviving Company.***

A. The Articles of Organization of the Surviving Company as heretofore amended and as in effect at the Effective Time, shall continue in full force and effect as the Articles of Organization of the Surviving Company.

B. The operating agreement of the Surviving Company as it exists at the Effective Time shall be and remain the operating agreement of the Surviving Company until the same shall be altered, amended and repealed as therein provided.

C. The managers and officers of the Surviving Company shall continue in office until their successors shall have been duly elected and qualified.

D. The effect of the merger shall be as set forth in Florida Statute 607.11101 and N.C.G.S. §57C-9A-23.

E. The Merging Corporation hereby agrees from time to time, as and when requested by the Surviving Company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Company may deem necessary or desirable in order to vest in and confirm to the Surviving Company title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and managers of the Merging Corporation and the proper officers and directors of the Surviving Company are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

**VII. *Abandonment.***

At any time prior to the merger's becoming effective, the board of managers of the Surviving Company may, in their discretion, abandon the merger.

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VENTURI TECHNOLOGY PARTNERS, LLC

Attest:

  
Assistant Secretary

[CORPORATE SEAL]

By:

  
Ken R. Bramlett, Jr.  
Senior Vice President

PERSONNEL GROUP HOLDINGS, INC.

Attest:

  
Assistant Secretary

By:

  
Ken R. Bramlett, Jr.  
Senior Vice President

APPROVE  
AND  
FILED  
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TALLAHASSEE, FLORIDA