

**CAPITAL CONNECTION, INC.**

17 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 222-8870 • 1-800-342-8000 • Fax (850) 222-1222

**PO10000025017**

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-12/28/01--01045--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

BNA Group II, Inc.

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Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File Merge  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
✓ Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
✓ Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

FILED  
DEC 31 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
DEC 28 PM 11:05

Signature \_\_\_\_\_

Requested by: SX

Name \_\_\_\_\_

Date 12/28/01

Time 10:34

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ABLE STAFFING & LEASING, INC., a Florida corp. P95000017971

INTO

**BNA GROUP II, INC.**, a Florida entity, P01000025017

File date: December 31, 2001 , Effective January 1, 2002

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE

11/1/02

**ARTICLES OF MERGER**

THESE ARTICLES OF MERGER are hereby submitted by BNA Group II, Inc. (hereinafter "BNA") and Able Staffing & Leasing, Inc. (hereinafter "ASL") pursuant to Florida Statute §607.1105 upon the following terms:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. BNA is a corporation duly organized and existing under the laws of the State of Florida.

2. ASL is a corporation duly organized and existing under the laws of the State of Florida.

3. Pursuant to a Plan of Merger, a copy of which is appended hereto as Exhibit "A" and made a part hereof by reference, BNA and ASL have agreed that ASL shall be merged into BNA as a single corporation and that BNA shall continue under Chapter 607, Florida Statutes, as the Surviving Corporation.

4. The purposes, the registered agent, the address of the registered office, the bylaws, the number of directors, the current members of the board of directors, the current officers, and stock of the Surviving Corporation are and shall be as appears in the articles of incorporation of BNA as on file with the office of the Secretary of the State of Florida prior to the effective date of the merger.

5. The Surviving Corporation shall possess all the rights, privileges, power, authority and ownership of BNA and ASL.

6. Each share of ASL common stock, issued and outstanding on the date hereof is hereby converted to and shall be exchanged for one share of BNA common stock.

7. The merger under Internal Revenue Code §368(a)(1)(A) shall be effective January 1, 2002.

8. The Plan of Merger was adopted by the respective Board of Directors and shareholders of BNA and ASL on December 31, 2001.

BNA GROUP II, INC.

ABLE STAFFING & LEASING, INC.

BY: CHRISTOPHER MONGELLUZZI  
AS: PRESIDENT

BY: CHRISTOPHER MONGELLUZZI  
AS: PRESIDENT

**WRITTEN ACTION IN LIEU OF SPECIAL  
MEETING OF BOARD OF DIRECTORS AND SHAREHOLDERS OF**

**BNA GROUP II, INC.**

The undersigned, being all of the Directors and Shareholders entitled to vote at meetings of the Board of Directors and Shareholders of BNA GROUP II, INC., a Florida corporation, acting without meeting pursuant to the bylaws of the Corporation and to Chapter 607, Florida Statutes, hereby consent to and adopt the following preambles, resolutions, and actions:

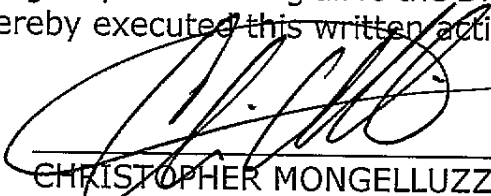
RESOLVED, that this Written Action shall be in lieu of a special meeting of the Board of Directors and Shareholders of the Corporation.

WHEREAS, the Board of Directors and Shareholders unanimously agree that it is in the best interests of the Corporation to merge ABLE STAFFING & LEASING, INC. into the Corporation,

NOW, THEREFORE, IT IS RESOLVED AS FOLLOWS:

1. That the Directors and Shareholders unanimously approve the merger of ABLE STAFFING & LEASING, INC. into BNA GROUP II, INC., pursuant to the terms set forth in the Articles and Plan of Merger, a copies of which are appended hereto.
2. That the officers of the Corporation are authorized and empowered to execute and deliver the Articles and Plan of Merger.
3. That the officers of the Corporation are authorized, empowered, and directed to take any and all further action necessary to effectuate the foregoing resolutions.
4. That the merger authorized herein shall be effective as provided in the Articles and Plan of Merger.

IN WITNESS WHEREOF, the undersigned, constituting all fo the Directors and Shareholders of the Corporation, hereby executed this written action this 31<sup>st</sup> day of December, 2001.

  
\_\_\_\_\_  
CHRISTOPHER MONGELLUZZI  
Director and Shareholder

**WRITTEN ACTION IN LIEU OF SPECIAL  
MEETING OF BOARD OF DIRECTORS AND SHAREHOLDERS OF**

**ABLE STAFFING & LEASING, INC.**

The undersigned, being all of the Directors and Shareholders entitled to vote at meetings of the Board of Directors and Shareholders of ABLE STAFFING & LEASING, INC., a Florida corporation, acting without meeting pursuant to the bylaws of the Corporation and to Chapter 607, Florida Statutes, hereby consent to and adopt the following preambles, resolutions, and actions:

RESOLVED, that this Written Action shall be in lieu of a special meeting of the Board and Directors and Shareholders of the Corporation.

WHEREAS, the Board of Directors and Shareholders unanimously agree that it is in the best interests of the Corporation to merge the Corporation into BNA GROUP II, INC., and

WHEREAS, as a result of the proposed merger the Corporation will be liquidated,

NOW, THEREFORE, IT IS RESOLVED AS FOLLOWS:

1. That the Directors and Shareholders unanimously approve the merger of the Corporation into BNA GROUP II, INC. and the resulting liquidation of the Corporation, pursuant to the terms set forth in the Articles and Plan of Merger, a copies of which are appended hereto, which liquidation shall take the form of a merger pursuant to Internal Revenue Code §368(a)(1)(A).
2. That the Directors and Shareholders unanimously approve the Articles of Merger and Plan of Merger.copies of which are appended hereto.
3. That the officers of the Corporation are authorized and empowered to enter into the Articles of Merger and Plan of Merger, copies of which have been submitted to the Board of Directors and Shareholders of the Corporation.
4. That the officers of the Corporation are authorized, empowered, and directed to take any and all further action necessary to effectuate the foregoing resolutions.
5. That the merger and liquidation authorized herein shall be effective as provided in the Articles and Plan of Merger.

IN WITNESS WHEREOF, the undersigned, constituting all fo the Directors and Shareholders of the Corporation, hereby executed this written action this 31<sup>st</sup> day of December, 2001.

  
CHRISTOPHER MONGELLUZZI  
Director and Shareholder

## **PLAN OF MERGER**

WHEREAS, BNA Group, II., Inc. (hereinafter "BNA") is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, Able Staffing & Leasing, Inc. (hereinafter "ASL") is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, BNA and ASL have agreed that ASL shall merge into BNA upon the terms and conditions and in a manner set forth in this Plan of Merger (hereinafter "Plan") and in accordance with the governing law of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants, warranties, and representations contained in this Plan and in order to consummate the transactions described above, BNA and ASL agree as follows:

1. BNA and ASL agree that ASL shall be merged into BNA as a single corporation as herein set forth and that BNA shall continue under the laws of the State of Florida as the Surviving Corporation.

2. In furtherance of the foregoing BNA and ASL agree that:

a. The purposes, the registered agent, the address of the registered office, number of directors, and stock of the Surviving Corporation shall be as appears in the articles of incorporation of BNA as on file with the office of the Secretary of the State of Florida on the date of this Plan unless and until later altered, amended, or changed;

b. The by-laws of BNA in effect on the effective date of the merger shall be the by-laws of the Surviving Corporation unless and until later altered, amended, or repealed or new bylaws are adopted as provided or allowed by law or the governing documents of the Surviving Corporation as then constituted;

c. The person or persons who constitute the board of directors of BNA on the effective date of the merger shall constitute the board of directors of the Surviving Corporation unless and until one or more resign, are removed, or are replaced in accordance with the governing documents of the Surviving Corporation as then constituted; and

d. The person or persons who constitute the officers of BNA on the effective date of the merger shall constitute the officers of the Surviving Corporation unless and until one or more resign, are removed, or are replaced in accordance with the governing documents of the Surviving Corporation as then constituted.

3. For the purposes of Internal Revenue Code §368(a)(1)(A) and any other provision of this Plan, the merger shall be deemed to have become effective on January 1, 2002 without regard to the filing date of the Articles of Merger with the Secretary of the State of Florida or the date of adoption of this Plan by the parties hereto.

4. Upon the effective date of the merger, the Surviving Corporation shall possess all the rights, privileges, power, authority, and ownership of BNA and ASL.

5. On the effective date of the merger each share of ASL common stock, issued and outstanding immediately before such effective date, shall be converted into and exchanged for one share of BNA common stock and shall be delivered by BNA to each shareholder of ASL as soon as practicable.

6. BNA and ASL shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida in order to effectuate the merger contemplated by this Plan.

7. This Plan is made pursuant to and shall be construed under the laws of the State of Florida, and shall inure to the benefit of and be binding upon BNA, ASL, and their respective successors and assigns.

IN WITNESS WHEREOF, BNA and ASL, acting through their duly authorized officers, representing all parties to this Plan, have on this 31<sup>st</sup> day of December, 2001, signed this Plan:

BNA GROUP II, INC.

  
BY: CHRISTOPHER MONGELLUZZI  
AS: PRESIDENT

ABLE STAFFING & LEASING, INC.

  
BY: CHRISTOPHER MONGELLUZZI  
AS: PRESIDENT