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To:

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From:

Account Name : YOUR CAPITAL CONNECTION, INC.
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MERGER OR SHARE EXCHANGE

NBR GROUP V, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

ALPHASTAFF SYSTEMS, INC., a Florida corporation, document number
P97000092071

INTO

NBR GROUP V, INC. which changed its name to

ALPHASTAFF SYSTEMS V, INC., a Florida entity, P01000089413

File date: December 31, 2002

Corporate Specialist: Karen Gibson

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12/31 '02 12:37 NO.684 02/03

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**ARTICLES OF MERGER
OF
ALPHASTAFF SYSTEMS, INC.
INTO
NBR GROUP V, INC.**

ARTICLE I

PARTIES. AlphaStaff Systems, Inc. ("ASSI"), a Florida corporation, and NBR Group V, Inc. ("NBR"), a Florida corporation, are the parties to an Agreement and Plan of Merger whereby ASSI will merge into NBR and the sole shareholder of ASSI will receive shares of NBR. ASSI and NBR are wholly owned subsidiaries of AlphaStaff, Inc. ("ASI"). NBR is the surviving corporation and ASSI is the disappearing corporation as it will merge into NBR. The surviving corporation will be known as Alphastaff Systems V, Inc. ASI will continue as the parent corporation of the surviving corporation.

ARTICLE I

ADOPTION. A. The Agreement of Merger was adopted by all directors and the sole shareholder of ASSI on December 30, 2002.

B. The Agreement of Merger was adopted by all directors and by the sole shareholder of NBR on December 30, 2002.

ARTICLE II

EFFECTIVE DATE. The merger will become effective 11:59 P.M. on December 31, 2002.

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ARTICLE III

PLAN OF MERGER. The Plan of Merger provides for an exchange of shares in the corporations party to the merger effected in the following manner: All of the shares of ASSI will be surrendered to NBR and all shares so acquired shall be extinguished by virtue of the merger. Thereupon, there shall be issued to the shareholders of ASSI one share of NBR for each one such share of ASSI surrendered.

DATED: this 30th day of December, 2002.

AlphaStaff Systems, Inc., a Florida corporation

By:


Robert A. Beck, II, President

NBR Systems V, Inc., a Florida corporation

By:


Robert A. Beck, II, President

STATE OF FLORIDA)

)SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31 day of December, 2002, by Robert A. Beck, II, as President of ALPHASTAFF SYSTEMS, INC., a Florida corporation, on behalf of the Corporation.


My Commission Expires:

