

PO20000017447

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

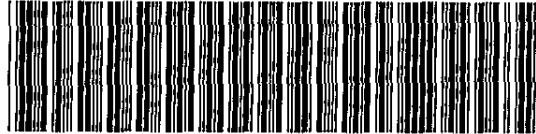
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 CORAL WAY, 4<sup>TH</sup> FLOOR

(Address)

MIAMI, FL 33145 (305) 854-6000

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. D'Jobs International, Inc. P02000017447  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	AMENDMENTS
<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<input checked="" type="checkbox"/> Merger

OTHER FILINGS	REGISTRATION/ QUALIFICATION
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Foreign
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Name Reservation	<input type="checkbox"/> Reinstatement
	<input type="checkbox"/> Trademark
	<input type="checkbox"/> Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 22, 2004

SPIEGEL & UTRERA P.A.

TALLAHASSEE, FL

SUBJECT: ALPHA STAFFING INTERNATIONAL, INC.  
Ref. Number: P01000103716

We have received your document for ALPHA STAFFING INTERNATIONAL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2003 annual report. The entity must be reinstated before this document can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 704A00070965

RECEIVED  
05 JAN 27 PM 3:28  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
ALPHA STAFFING INTERNATIONAL, INC.  
a Florida corporation  
into  
D' JOBS INTERNATIONAL, INC.  
a Florida corporation**

FILED  
05 JAN 27 PM 4:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER** between D' Jobs International, Inc., a Florida corporation ("Surviving Corporation") and Alpha Staffing International, Inc., a Florida corporation ("Nonsurviving Corporation").

Pursuant to §607.1105 of the Florida Statutes, the Surviving corporation and the Nonsurviving corporation adopt the following Articles of Merger:

**ARTICLE - 1**

The name of the Surviving corporation has not been changed as a result of the Merger. The name of the corporation surviving the Merger is:

**D' Jobs International, Inc.,  
a Florida corporation**

**ARTICLE - 2**

The Surviving corporation is a domestic corporation, incorporated in the State of Florida on February 15, 2002.

**ARTICLE - 3**

The name of the Nonsurviving corporation is:

**Alpha Staffing International, Inc.,  
a Florida corporation**

**ARTICLE - 4**

The state of domicile of the Nonsurviving corporation is the State of Florida and the date of incorporation of the Nonsurviving corporation is October 26, 2001.

**ARTICLE - 5**

The Plan of Merger dated the 11<sup>TH</sup> day of NOVEMBER, 2004 ("Plan of Merger"), between Surviving corporation and the Nonsurviving corporation was adopted by the Board of Directors of the Surviving corporation as of the 11<sup>TH</sup> day of NOV., 2004 and approved by the Shareholders of the Surviving corporation as of the 11<sup>TH</sup> day of NOV., 2004 pursuant to §607.1103(1) of the Florida Statutes and was adopted by the Board of Directors of the Nonsurviving corporation as of the 11<sup>TH</sup> day of NOV.

20 ~~04~~ and approved by the Shareholders of the Nonsurviving corporation as of the 11<sup>TH</sup> day of NOV., 2004 pursuant to §607.1103(1) of the Florida Statutes.

#### ARTICLE - 6

Pursuant to the Plan of Merger, all issued and outstanding shares of the Nonsurviving corporation's stock will be acquired by means of a merger of the Nonsurviving corporation into the Surviving corporation (hereinafter the "Merger").

#### ARTICLE - 7

The Plan of Merger as approved is on file at the principal place of business of the Surviving corporation at 3023 Eastland Blvd, STE H-110, Clearwater, FL 33761, and is attached as Exhibit "A" and incorporated by reference as if fully set forth.

#### ARTICLE - 8

The Surviving corporation shall furnish a copy of the Plan of Merger on request and without cost to any Shareholder of any such merging corporation.

#### ARTICLE - 9

Pursuant to §607.1105(1)(b) of the Florida Statutes, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

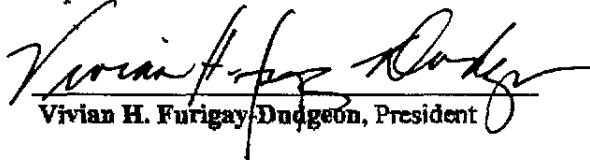
IN WITNESS WHEREOF, the parties have set their hands this 11th day of November, 2004.

D' Jobs International, Inc.,  
a Florida corporation



Dana R. Dudgeon, President

Alpha Staffing International, Inc., a Florida  
corporation



Vivian H. Furigay-Dudgeon, President

## PLAN OF MERGER

Merger between **D' Jobs International, Inc., a Florida corporation** (the "Surviving Corp.") and **Alpha Staffing International, Inc., a Florida corporation** (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with §607.1101 and §607.1107 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corp., as in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by Law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for ONE SHARE of common stock in the Surviving Corp. with a par value of \$1.00 in accordance with this Plan. Upon the effective date, 200 SHARES shall represent all of the issued and outstanding shares in the common stock of the Surviving Corp. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued. None of the former holders of Disappearing Corp. stock owned fractional shares.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any times after the Effective Date Surviving Corp. 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, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

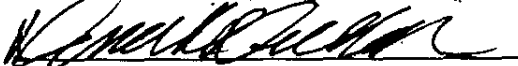
7. Filing with the Florida Department of State and Effective Date. Upon the adoption of the Plan by Constituent Corporations' Board of Directors and the execution of this Plan, Disappearing Corp. and Surviving Corp. shall cause their respective President and Secretary to execute Articles of Merger in the form attached hereto and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles as specified herein.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the Shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the Shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the Shareholders of the respective Constituent Corporations.

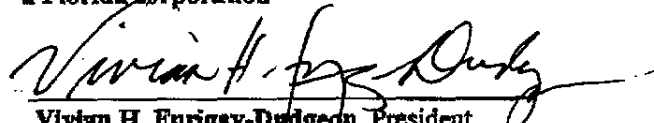
IN WITNESS WHEREOF, the parties have set their hands this 11<sup>th</sup> day of November, 2004.

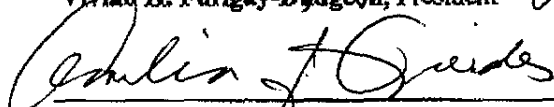
D' Jobs International, Inc., a Florida corporation

  
Dana R. Dudgeon, President

  
Dana R. Dudgeon, Secretary

Alpha Staffing International, Inc.,  
a Florida corporation

  
Vivian H. Furigay-Dudgeon, President

  
Amelia F. Quides, Secretary