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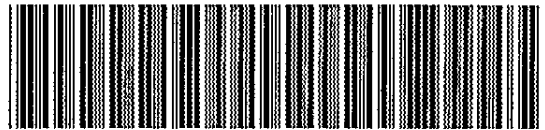
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11/13/03--01001--024 \*\*78.75

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2003 NOV 13 PM 3:13  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Merger  
LTS  
11-17-03

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Sourcing Solutions International, Inc.  
\_\_\_\_\_  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jon G. Waggoner, Esq.

\_\_\_\_\_  
(Name of person)

Miller, Hamilton, Snider & Odom, L.L.C.

\_\_\_\_\_  
(Name of firm/company)

1175 Peachtree Street N.E., 100 Colony Square, Suite 1920

\_\_\_\_\_  
(Address)

Atlanta, Georgia 30361

\_\_\_\_\_  
(City/state and zip code)

For further information concerning this matter, please call:

Jon G. Waggoner, Esq.

\_\_\_\_\_  
(Name of person)

at (

404

) 602 - 3700

\_\_\_\_\_  
(Area code & daytime telephone number)



Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 7, 2003

JON WAGGONER  
1175 PEACHTREE STREET, N.E.  
100 COLONY SQUARE, SUITE 1920  
ATLANTA, GA 30361

SUBJECT: SOURCING SOLUTIONS INTERNATIONAL, INC.  
Ref. Number: P03000067519

We have received your document for SOURCING SOLUTIONS INTERNATIONAL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 203A00060956

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

ATTORNEYS AND COUNSELLORS AT LAW

1175 PEACHTREE STREET, N.E.

100 COLONY SQUARE, SUITE 1920

ATLANTA, GEORGIA 30361

(404) 602-3700

TELECOPIER: (404) 602-3777

Thomas D. Womack

Direct Dial: 404-602-3710

E-mail: tdw@mhsolaw.com

November 12, 2003

Ms. Carol Mustain  
Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Merger of Sourcing Solutions International, Inc., a Georgia corporation, into  
Sourcing Solutions International, Inc., a Florida corporation.  
(Reference Number: P03000067519)

Dear Ms. Mustain:

Per our conversation, please find enclosed a check in the amount of \$78.75. This payment is made to cover the \$70.00 filing fee (\$35.00 per party) plus the \$52.50 charge for the request of a certified copy. As we discussed, I have deducted the \$43.75 that was sent to you in our previous correspondence from the grand-total amount of \$122.50, bringing us to the enclosed \$78.75. I sincerely apologize for any trouble my miscalculation may have caused.

Also enclosed, please find the originally submitted Articles and Plan of Merger (an original and two (2) copies) for the above referenced migratory merger, along with your November 7<sup>th</sup> letter.

Thank your for your assistance in this matter. I hope that in submitting the enclosed documents we will have corrected our client's standing with the Florida Department of State. I will call tomorrow to make sure that everything is proceeding without issue. Again, please accept my apologies for the error – it won't happen again!

MILLER, HAMILTON, SNIDER & ODOM, L.L.C.

November 12, 2003  
Page 2

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Very truly yours,

A handwritten signature in black ink, appearing to read 'T. Womack', with a long horizontal stroke extending to the right.

Thomas D. Womack, Paralegal

TDW/me  
Enc.

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sourcing Solutions International, Inc.	Florida	P030000067519

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sourcing Solutions International, Inc.	Georgia	CR#: 0251447
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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DIVISION OF CORPORATIONS  
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**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on October 30, 2003.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 30, 2003.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

[illegible]

Sourcing Solutions Int'l, Inc.

Katherine M. Stallings  
Katherine M. Stallings

Katherine M. Stallings

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger is made and entered into ~~October 30~~ 30, 2003 (the "Closing Date"), by and between SOURCING SOLUTIONS INTERNATIONAL, INC., a Florida corporation ("SSI FLORIDA") and SOURCING SOLUTIONS INTERNATIONAL, INC., a Georgia corporation ("SSI GEORGIA").

**WHEREAS**, the Boards of Directors of SSI FLORIDA and SSI GEORGIA deem it advisable and in the best interests of each corporation and their respective shareholders that SSI FLORIDA and SSI GEORGIA combine on the terms and conditions hereinafter set forth; and

**WHEREAS**, it is intended that the combination of SSI FLORIDA and SSI GEORGIA be effected by a Merger (as defined below) of SSI GEORGIA with and into SSI FLORIDA with SSI FLORIDA surviving such Merger and which is intended to be treated for Federal income tax purposes as a reorganization described in Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

**NOW, THEREFORE**, in consideration of the mutual promises and covenants herein set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, SSI FLORIDA and SSI GEORGIA (the "Parties") agree as follows:

### **ARTICLE I THE MERGER**

1.01 The Merger. Subject to the terms and conditions of this Agreement, at the Effective Time (as hereinafter defined), SSI GEORGIA shall be merged with and into SSI FLORIDA and the separate corporate existence of SSI GEORGIA shall thereupon cease. SSI FLORIDA (sometimes hereinafter referred to as the "Surviving Corporation") shall be the surviving corporation to the Merger. The Merger shall have the effects set forth in the applicable provisions of the Georgia Business Corporation Code (the "GCC") and the Florida Business Corporation Act (the "FBCA").

1.02 Effective Time of the Merger. The Parties hereto shall cause a Certificate of Merger (the "Certificate of Merger") which meets the applicable requirements of the GCC and the FBCA to be properly executed and filed with the Secretary of State of Georgia and the Department of State of the State of Florida on the Closing Date. The Merger shall be effective upon the last to occur of filing of the Certificate of Merger with the Secretary of State of Georgia in accordance with the GCC and the filing of the Articles and Plan of Merger with the Department of State of Florida in accordance with the FBCA, or at such later time which the Parties hereto shall have agreed upon and designated in such filing as the effective time of the Merger (the "Effective Time").



1.03. The Surviving Corporation.

(a) Articles of Incorporation. The Articles of Incorporation of SSI FLORIDA shall be the Articles of Incorporation of the Surviving Corporation.

(b) Bylaws. The Bylaws of SSI FLORIDA in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

(c) Directors and Officers. The directors and officers of SSI FLORIDA immediately prior to the Effective Time shall be the initial directors and officers of the Surviving Corporation and shall hold office from the Effective Time until their respective successors are duly elected or appointed and qualify in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law.

1.04. Conversion of Shares, SSI GEORGIA Securities. At the Effective Time, by virtue of the Merger and without any action on the part of SSI FLORIDA or SSI GEORGIA or the holder of capital stock of either of them, each of the issued and outstanding shares of stock of SSI GEORGIA shall be converted into the right to receive one-twentieth of a share of SSI FLORIDA common stock, none of which shares have been registered under the Securities Act of 1933, as amended (the "Act").

1.05. Stock Certificates. At or following the Effective Time, each holder of an outstanding certificate or certificates representing SSI GEORGIA stock shall surrender the same to SSI FLORIDA, fully endorsed for transfer, and SSI FLORIDA shall, in exchange therefor, cause to be issued to the holder of such certificate(s) a new certificate representing SSI FLORIDA common shares, and the surrendered certificate(s) shall be cancelled.

1.06. Fractional Shares. Fractional SSI FLORIDA Common Shares shall not be issued, and instead shall be rounded to the nearest whole number of shares.

## **ARTICLE II CLOSING**

2.01 The transactions contemplated by this Agreement shall be consummated on or about October 30, 2003, at the offices of Miller, Hamilton, Snider & Odom, LLC, or at such other time and place as the Parties shall mutually agree.

## **ARTICLE III MISCELLANEOUS PROVISIONS**

3.01 Governing Law. This Agreement and the rights and duties of the Parties hereto shall be construed in accordance with the laws of the State of Georgia.

3.02. Counterparts. This Agreement may be executed in any number of counterparts and all such counterparts taken together shall be deemed to constitute one instrument.

3.03. Entire Agreement. This Agreement constitutes the entire understanding of the Parties with respect to transactions contemplated hereby, and all prior understandings with respect thereto, whether written or oral, shall be of no force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Agreement the 30<sup>th</sup> day of October 2003.

SOURCING SOLUTIONS INTERNATIONAL, INC.  
("SSI FLORIDA")

By: Katherine M. Stallings  
Katherine M. Stallings, President

SOURCING SOLUTIONS INTERNATIONAL, INC.  
("SSI GEORGIA")

By: Katherine M. Stallings  
Katherine M. Stallings, President