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MERGER OR SHARE EXCHANGE  
TS Staffing Services, Inc.

EFFECTIVE DATE  
11/10/11

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11/8/2011

## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: TS Staffing Services, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Kathy Dow, Paralegal

Contact Person

Polsinelli Shughart PC

Firm/Company

100 S. Fourth Street, Suite 1000

Address

St. Louis, MO 63102

City/State and Zip Code

kdow@polsinelli.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brian R. Salmo, Esq.

Name of Contact Person

At ( 314 )

622-6637

Area Code & Daytime Telephone Number

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Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

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## 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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>TS Staffing Services, Inc.</u>	<u>Texas</u>	<u>801497197</u>

EFFECTIVE DATE  
11/10/11

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>TS Staffing Corp.</u>	<u>Florida</u>	<u>P08000001359</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 11 / 10 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 November 8, 2011.

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 November 8, 2011.

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)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

TS Staffing Services, Inc.

**Robert Cassera, President**

TS Staffing Corp.

**Robert Cassera, President**

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**AGREEMENT AND PLAN OF MERGER**

between

**TS STAFFING CORP.**

(a Florida corporation)

and

**TS STAFFING SERVICES, INC.**

(a Texas corporation)

This Agreement and Plan of Merger (this "*Agreement*"), approved as of November 8 2011, by resolutions adopted by written consent of the directors and the sole shareholder of TS Staffing Corp., a Florida corporation (the "*Non-Survivor*"), and the directors and sole shareholder of TS Staffing Services, Inc., a Texas corporation (the "*Survivor*") and together with the Non-Survivor, "*Parties*"), for the purpose of merging the Non-Survivor with and into the Survivor.

WHEREAS, the Parties, along with their respective directors and shareholder, intend and desire to merge (the "*Merger*") the Non-Survivor with and into the Survivor according to the terms of this Agreement and Plan of Merger and the same deem the Merger to be in each of their best interests.

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises and covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows that effective upon the Merger:

1. The name of the surviving corporation is TS Staffing Services, Inc., a Texas corporation, and the name of the corporation being merged into the surviving corporation is TS Staffing Corp., a Florida corporation.
2. Each of the one hundred (100) shares of issued and outstanding common stock of the Non-Survivor will be automatically converted into one hundred (100) shares of common stock of the Survivor.
3. The Certificate of Formation of the Survivor shall be the Certificate of Formation of the surviving corporation and will not be amended as a result of the Merger.
4. The Merger is to become effective on November 10, 2011.
5. This Agreement shall be governed by and construed in accordance with the laws of the State of Texas and the State of Florida, as applicable, without giving effect to any choice of law or conflict of law provision or rule that would cause the application of the laws of any jurisdiction other than such states.
6. This Agreement may be executed in one or more counterparts and by different parties in separate counterparts. All of such counterparts shall constitute one and the same agreement.

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IN WITNESS WHEREOF, the Parties have caused this Agreement and Plan of Merger to be signed by an authorized officer on the 24 day of November, 2011.

**SURVIVOR:**

TS STAFFING SERVICES, INC.

By: [Signature]

Name: Robert Cassera

Title: President

**NON-SURVIVOR:**

TS STAFFING CORP.

By: [Signature]

Name: Robert Cassera

Title: President

[Signature Page to Agreement and Plan of Merger]

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