

Division of Corporations

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P19024

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4000

RESUBMITTED TO CORRECT THE
NAME OF THE FLORIDA ENTITY
IN THE TITLE AND IN
ARTICLE I (Wosgien)

From:
Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOVANO & BOZARTH, P.A.
Account Number : 076077001702
Phone : (407) 841-1200
Fax Number : (407) 423-1831

EFFECTIVE DATE
12-23-99

MERGER OR SHARE EXCHANGE

EXECUTIVE SEARCH INTERNATIONAL, LTD., INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

Our Reference No.: 18084/31816

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DIVISION OF CORPORATIONS

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

B.K. WOSGIEN, INC., a Florida corporation, document number 543908

INTO

EXECUTIVE SEARCH INTERNATIONAL, LTD., INC., a Delaware entity,
P19024

File date: December 22, 1999, effective December 23, 1999

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER OF
B.K. WOSGIEN, INC. WITH AND INTO
EXECUTIVE SEARCH INTERNATIONAL, LTD.**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

EFFECTIVE DATE
12-20-99

The Plan of Merger of B.K. Wosgien, Inc., a Florida corporation ("BKW"), with and into Executive Search International, Ltd., a Delaware corporation ("ESI"), with ESI being the surviving corporation, is set forth in the Plan of Merger attached hereto as **Exhibit A** and incorporated herein by reference.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the sole Director of BKW by resolutions adopted on the ^{21st} ~~22nd~~ day of December, 1999. Pursuant to Section 607.1104, Florida Statutes, shareholder approval was not required. The Plan of Merger was also approved by ESI on the ~~22nd~~ day of December in accordance with the requirements of Delaware law.
^{21st}

ARTICLES III - EFFECTIVE DATE OF MERGER

The effective date of the merger shall be the 23rd day of December 1999.

Dated this 21st day of December, 1999.

B.K. WOSGIEN, INC.

By: 

B.K. Wosgien, President

EXECUTIVE SEARCH INTERNATIONAL, LTD.

By: 

B.K. Wosgien, President

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EXHIBIT "A"

**PLAN OF MERGER OF
B.K. WOSGIEN, INC. WITH AND INTO
EXECUTIVE SEARCH INTERNATIONAL, LTD.
PURSUANT TO SECTION 607.1104, FLORIDA STATUTES**

1. The parent corporation is B.K. WOSGIEN, INC., a Florida corporation ("BKW"). The subsidiary corporation is EXECUTIVE SEARCH INTERNATIONAL, LTD., a Delaware corporation ("ESI"). BKW owns 100% of the issued and outstanding shares of stock of ESI.
2. BKW shall merge with and into ESI, with ESI as the surviving corporation.
3. The manner and basis of converting the shares of BKW and ESI into shares of ESI are as follows:
 - a. At the effective date of the merger, the one hundred (100) shares of common stock of ESI held by BKW, which shares are all of the issued and outstanding shares of ESI, shall be canceled.
 - b. At the effective date of the merger, all of the issued and outstanding shares of common stock of BKW held by the shareholders of BKW shall be canceled.
 - c. At the effective date of the merger, each shareholder of BKW shall be issued a number of shares of common stock of ESI which is equal to the number of shares of common stock which each such shareholder held in BKW immediately prior to the effective date of the merger.
4. The sole shareholder of ESI, the subsidiary corporation, is BKW. The Board of Directors of BKW has approved this merger. Therefore, there are no "dissenting shareholders" of the subsidiary corporation, as described in Section 607.1320, Florida Statutes.
5. The Articles of Incorporation of ESI in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of ESI.