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P38348

CT CORPORATION SYSTEM

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CORPORATION(S) NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****175.00 ****105.00

Scientific Staffing of Ft. Landis, Inc.

Scientific Staffing of Dwyer Bay, Inc.

into:

Scientific Staffing, Inc.

EFFECTIVE DATE

12-31-96

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

- ☐ Amendment
☐ Dissolution/Withdrawal

✓ Merger *Filing*
12-31-96

- ☐ Limited Partnership
☐ Reinstatement

- ☐ Annual Report
☐ Reservation

- ☐ Other ucc Filing
☐ Change of RA
☐ Fic. Name

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12-30-96

12-31

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger.

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of corporation

State/country of Incorporation

Scientific Staffing, Inc.
Scientific Staffing of Ft. Lauderdale, Inc.
Scientific Staffing of Tampa Bay, Inc.

Pennsylvania/USA
Florida/USA
Florida/USA

EFFECTIVE DATE

12-31-96

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as set forth on Exhibit A attached hereto and incorporated herein by reference.

FIFTH: The effective date of the certificate of merger shall be 11:59 p.m. on the 31st day of December, 1996.

SIXTH: The plan of merger was adopted by the shareholders of Scientific Staffing of Ft. Lauderdale, Inc., Scientific Staffing of Tampa Bay, Inc. and Scientific Staffing, Inc. on the 27th day of December, 1996.

Signed this 27th day of December, 1996.

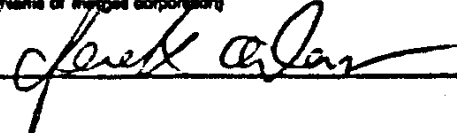
Scientific Staffing, Inc.
(Name of surviving corporation)

By: 

Derek E. Dewan
(Name)

Vice President
(Title)

Scientific Staffing Ft. Lauderdale, Inc.
(Name of merged corporation)

By: 

Derek E. Dewan
(Name)

Vice President
(Title)

Scientific Staffing of Tampa Bay, Inc.
(Name of merged corporation)

By: 

Derek E. Dewan
(Name)

Vice President
(Title)

AGREEMENT RE: DISSENTING SHAREHOLDERS

The undersigned, Scientific Staffing, Inc., a Pennsylvania corporation and the surviving corporation in the merger described in the foregoing Articles of Merger, hereby agrees that it will promptly pay to any dissenting shareholder of either Scientific Staffing of Ft. Lauderdale, Inc. or Scientific Staffing of Tampa Bay, Inc. the amount, if any, to which they shall be entitled under the provisions of Chapter 607 of the Florida General Corporation Act with respect to the rights of dissenting shareholders.

SCIENTIFIC STAFFING, INC.

By: 
Derek E. Dewan, Vice President

Date: December 27, 1996

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made and entered into on December 27, 1996 by and between (i) SCIENTIFIC STAFFING, INC., a Pennsylvania corporation (hereinafter called "SS") and (ii) SCIENTIFIC STAFFING OF FT. LAUDERDALE, INC., a Florida corporation (hereinafter called "SSFL") and SCIENTIFIC STAFFING OF TAMPA BAY, INC., a Florida corporation (hereinafter called "SSTB") (SS, SSFL and SSTB are sometimes called the "Constituent Corporations").

RECITALS:

The Boards of Directors of SS, SSFL and SSTB deem it advisable and in the best interests of the corporations and their respective shareholders to combine the Constituent Corporations by merging SSFL and SSTB with and into SS, with SS designated as the surviving corporation.

AGREEMENTS:

In consideration of the recitals and the mutual agreements, covenants and provisions contained in this Plan and Agreement, and for the purpose of prescribing the terms and conditions of such merger, the mode of carrying it into effect, and such other terms, details and provisions as are deemed necessary or proper in connection therewith, SS, SSFL and SSTB agree to the following plan of merger:

ARTICLE I

Merger

At the Effective Time (as defined below), SSFL and SSTB shall be merged with and into SS, with SS continuing in existence as the surviving corporation, and thereupon the separate existence of SSFL and SSTB shall cease.

ARTICLE II

Articles of Incorporation

The Articles of Incorporation of SS in effect at the Effective Time shall be the Articles of Incorporation of the surviving corporation, until amended.

ARTICLE III

Bylaws

The Bylaws of SS in effect at the Effective Time shall be the Bylaws of the surviving corporation, until amended or repealed.

ARTICLE IV

Directors and Officers

The directors and officers of SS in office at the Effective Time shall be the directors and officers of the surviving corporation, until their respective successors are duly elected and qualified or their sooner resignation or removal.

ARTICLE V

Shares of SSFL and SSTB

Each of the Constituent Corporations is at present and expects to be at the Effective Time a wholly-owned subsidiary of AccuStaff Incorporated. Accordingly, each share of SSFL and SSTB capital stock issued and outstanding at the Effective Time shall be cancelled and extinguished and there shall be no conversion into or issuance of any additional shares of SS's capital stock in connection with the merger. As soon as practicable after the Effective Time, the certificate or certificates representing SSFL's and SSTB's shares of capital stock shall be surrendered for cancellation. Each share of SS capital stock issued and outstanding at the Effective Time shall remain outstanding and shall not be affected by the merger.

ARTICLE VI

Certain Effects of Merger

At the Effective Time, the merger shall have the effects described in applicable law, including without limitation the following: the separate existence of SSFL and SSTB shall cease; title to and possession of all real estate and other property, rights, privileges, powers, franchises and interests owned or held by SSFL and SSTB shall be vested in SS, without reversion or impairment; SS shall have all liabilities of SSFL and SSTB; any proceeding pending against SSFL and SSTB may be continued as if the merger did not occur or the surviving corporation may be substituted in any such proceeding for SSFL and SSTB.

ARTICLE VII

Supplementary Action

If at any time after the Effective Time, SS shall consider or be advised that any further conveyances, agreements, documents, instruments and assurances in law or any other things are necessary or desirable to vest, perfect, confirm or record in SS the title to any property, rights, privileges, powers, franchises or interests of SSFL or SSTB, or otherwise to carry out the provisions of this Plan and Agreement, the proper directors and officers of SSFL or SSTB last in office shall execute and deliver, upon SS's request, any and all conveyances, agreements, documents, instruments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers, franchises and interests in SS, and otherwise to carry out the provisions of this Plan and Agreement.

ARTICLE VIII

Effective Time

SS shall cause duly executed Articles of Merger to be filed in the offices of the Secretaries of State of the Commonwealth of Pennsylvania and the State of Florida, as required by Pennsylvania Business Corporation Law and the Florida General Corporation Act. The merger provided for in this Plan and Agreement shall become effective at 11:59 p.m. eastern time on December 31, 1996 (the "Effective Time").

ARTICLE IX

Termination

At any time prior to the Effective Time, this Plan and Agreement may be terminated by the Constituent Corporations and thereupon this Plan and Agreement shall become void and of no further effect.

ARTICLE X

Requisite Approval

Pursuant to applicable law, this Plan and Agreement has been approved by resolutions duly adopted by the Boards of Directors and shareholders of the Constituent Corporations.

SIGNATURES:

Each of the Constituent Corporations has caused this Plan and Agreement to be signed by its respective officers as of the date set forth in the caption.

SCIENTIFIC STAFFING, INC.,
a Pennsylvania corporation

By: 

Derek E. Dewan, Vice President

SCIENTIFIC STAFFING OF FT. LAUDERDALE,
INC., a Florida corporation

By: 

Derek E. Dewan, Vice President

SCIENTIFIC STAFFING OF TAMPA BAY, INC.,
a Florida corporation

By: 

Derek E. Dewan, Vice President

P38348

ARTICLES OF MERGER
Merger Sheet

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MERGING:

SCIENTIFIC STAFFING OF FT. LAUDERDALE, INC., a Florida corporation,
document number V60202

SCIENTIFIC STAFFING OF TAMPA BAY, INC., a Florida corporation, document
number P93000043729

into

SCIENTIFIC STAFFING INC., a Pennsylvania corporation P38348

File date: December 30, 1996 , effective December 31, 1996

Corporate Specialist: Karen Gibson