



P93000033059

ACCOUNT NO. : 072100000032

REFERENCE : 977558 4300608

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 122.50

ORDER DATE : September 29, 1998

ORDER TIME : 10:0 AM

ORDER NO. : 977558-005

CUSTOMER NO: 4300608

000002652100--5

CUSTOMER: Gina M. Forella, Legal Asst
Frankfurt, Garbus, Klein &
488 Madison Avenue

New York, NY 10022

ARTICLES OF MERGER

ACCUFACTS PRE-EMPLOYMENT
SCREENING, INC.

INTO

ACCUFACTS PRE-EMPLOYMENT
SCREENING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
98 SEP 30 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP 30 AM 10:38
DIVISION OF CORPORATION

See 9/30

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACCUFACTS PRE-EMPLOYMENT SCREENING, INC., a Florida corporation,
P93000033059

INTO

ACCUFACTS PRE-EMPLOYMENT SCREENING, INC.. a Delaware
corporation not qualified in Florida

File date: September 30, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER

OF

ACCUFACTS PRE-EMPLOYMENT SCREENING, INC.

AND

ACCUFACTS PRE-EMPLOYMENT SCREENING, INC.

FILED
98 SEP 30 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

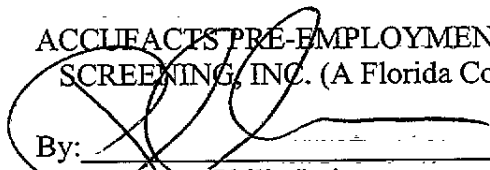
1. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging ACCUFACTS PRE-EMPLOYMENT SCREENING, INC., a corporation organized under the laws of the State of Florida ("ACCUFACTS FLORIDA"), with and into ACCUFACTS PRE-EMPLOYMENT SCREENING, INC., a corporation organized under the laws of the State of Delaware ("ACCUFACTS DELAWARE").

2. The shareholders of ACCUFACTS FLORIDA entitled to vote on the aforesaid Plan and Agreement of Merger approved and adopted the Plan and Agreement of Merger by written consent given by them on September 23, 1998, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of ACCUFACTS FLORIDA with and into ACCUFACTS DELAWARE is permitted by the laws of the jurisdiction of organization of ACCUFACTS DELAWARE and has been authorized in compliance with said laws. The date of approval and adoption of the Plan and Agreement of Merger by the shareholders of ACCUFACTS DELAWARE was September 23, 1998.

Executed on September 23, 1998

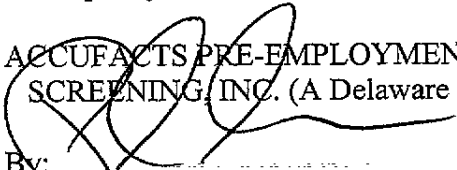
ACCUFACTS PRE-EMPLOYMENT
SCREENING, INC. (A Florida Corporation)

By: 

Name: Philip Luizzo

Capacity: President

ACCUFACTS PRE-EMPLOYMENT
SCREENING, INC. (A Delaware Corporation)

By: 

Name: Philip Luizzo

Capacity: President

PLAN AND AGREEMENT OF MERGER adopted on September 23, 1998 by resolution of the Board of Directors of ACCUFACTS PRE-EMPLOYMENT SCREENING, INC., a business corporation organized under the laws of the State of Florida, and adopted on September 23, 1998 by resolution of the Board of Directors of ACCUFACTS PRE-EMPLOYMENT SCREENING, INC., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are ACCUFACTS PRE-EMPLOYMENT SCREENING, INC., a business corporation organized under the laws of the State of Florida ("ACCUFACTS FLORIDA"), and ACCUFACTS PRE-EMPLOYMENT SCREENING, INC., a business corporation organized under the laws of the State of Delaware ("ACCUFACTS DELAWARE"). The name of the surviving corporation into which ACCUFACTS FLORIDA plans to merge is ACCUFACTS PRE-EMPLOYMENT SCREENING, INC.

1. ACCUFACTS FLORIDA and ACCUFACTS DELAWARE shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, ACCUFACTS DELAWARE, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of ACCUFACTS FLORIDA, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the State of Delaware shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the State of Delaware will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the State of Delaware shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of common stock, \$.001 par value, of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one (1) share of common stock, \$.01 par value, of the surviving corporation. The issued shares of the surviving corporation outstanding on the date of the merger shall revert to treasury shares.

6. The Plan and Agreement of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the State of Delaware.

7. In the event that this Plan and Agreement of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the General Corporation Law of the State of Delaware, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.