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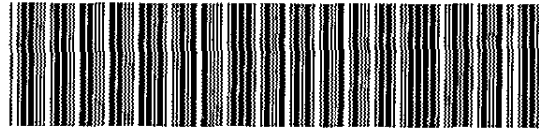
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

STAFFING CONCEPTS OF FLORIDA, INC., a Florida corporation, document
number P96000051711

INTO

SC OF FLORIDA, INC., a Florida entity, P94000055155

File date: January 2, 2002

Corporate Specialist: Karen Gibson



4224 W. Henderson Blvd.
Tampa, FL 33629-5611
813/258-0293
Fax: 813/259-2211
www.staffingconcepts.com
www.scicompanies.com

April 22, 2003

VIA FEDERAL EXPRESS

Secretary of State, Division of Corporations
ATTN: Karen Gibson
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Merger

Dear Karen:

Pursuant to our telephone conversation on April 22, 2003, enclosed please find the original and a copy of the Articles of Merger of Staffing Concepts of Florida, Inc. into SC of Florida, Inc. and the Plan of Merger, along with a check in the amount of \$78.75 which represents payment for the filing fee and a certified copy returned.

Please file the Articles of Merger and Plan of Merger according to the documents, which is effective January 2, 2002. It is my belief that these Articles of Merger were previously lost in the mail.

Please call me if you have any questions or need additional information, please do not hesitate to contact me at (813) 258-0293.

Respectfully,

April M. Williams
Legal Assistant

:amw

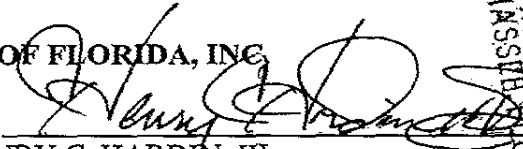
Enclosures

ARTICLES OF MERGER

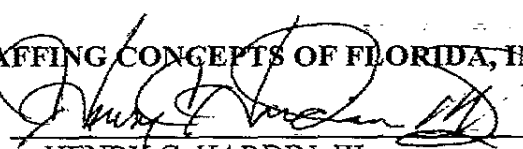
THESE ARTICLES OF MERGER (hereinafter "Articles") dated January 2, 2002, pursuant to 607. Section 1105, Florida Statutes are submitted by SC OF FLORIDA, INC. ("SCOF") and STAFFING CONCEPTS OF FLORIDA, INC. ("SCF").

1. SCF is a corporation duly organized and existing under the laws of the State of Florida;
2. SCOF is a corporations duly organized and existing under the laws of the State of Florida;
3. Pursuant to a Plan of Merger, SCOF and SCF have agreed that SCF be merged into SCOF as a single corporation, and that SCOF shall continue under the laws of the State of Florida as the surviving corporation;
4. The purposes, the registered agent, the address of the registered office, bylaws, members of the board of directors and officers, number of directors and stock of the surviving corporation are as same as appear in the articles of incorporation, bylaws and minutes of SCOF prior to the merger;
5. The Surviving Corporation shall possess all of the rights, privileges, power, authority and ownership of SCOF and SCF, and
6. Each share of SCF common stock, issued and outstanding on the date hereof is hereby converted into and shall be exchanged for one share of SCOF common stock.
7. The Plan of Merger was adopted by the Board of Directors and Shareholders of SCOF on January 2, 2002 and by the Board of Directors and Shareholders of SCF on January 2, 2002. The merger under Internal Revenue section 368(a)(1)(A), is effective on January 2, 2002.

SC OF FLORIDA, INC.

By: 
HENRY C. HARDIN, III
President

STAFFING CONCEPTS OF FLORIDA, INC.

By: 
HENRY C. HARDIN, III
President

02 JAN -2 AM 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER, (hereinafter "Plan") by and between SC OF FLORIDA, INC. ("SCOF") and STAFFING CONCEPTS OF FLORIDA, INC. ("SCF").

WITNESSETH:

WHEREAS, SCF is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, SCOF is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the Companies have agreed that SCF shall merge into SCOF upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable law of the State of Florida;

NOW, THEREFORE, in consideration of the mutual covenants, warranties and representations contained in the Plan and in order to consummate the transactions described above, the parties agree as follows:

1. SCF shall be merged into SCOF as a single corporation, upon the terms and conditions of this Plan and SCOF shall continue under the laws of the State of Florida as the Surviving Corporation (the "Surviving Corporation"), and they further agreed as follows:

a. The purposes, the registered agent, the address of the registered office, number of directors and stock of the Surviving Corporation shall be as appears in the articles of incorporation of SCOF as on file with the office of the Secretary of the State of Florida on the date of this plan.

b. The bylaws of SCOF in effect on the effective date shall be the bylaws of the Surviving Corporation until they shall be altered, amended or repealed or until new bylaws are adopted as provided in them.

c. The persons who constitute the board of directors and officers of SCOF on the effective date of the merger shall constitute the board of directors of the Surviving Corporation.

2. The merger of SCOF and SCF under Internal Revenue Code 368(a)(1)(A) shall become effective on January 2, 2002. The date on which the merger becomes effective shall be the "Effective Date."

3. When this Plan shall have been approved, signed, acknowledged and filed, the Surviving Corporation shall possess all of the rights, privileges, power, authority and ownership of SCOF and SCF.

4. On the effective date each share of SCF common stock , issued and outstanding immediately before the effective date, shall be converted into an exchanged for one share of SCOF common stock.

5. SCOF and SCF each take all appropriate corporate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

6. This Plan is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon both corporations and their respective successors and assigns.

7. This Plan may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, SCF and SCOF acting through their duly authorized officers, representing all parties to this Plan, on January 2, 2002, have signed the Plan of Merger.

SC OF FLORIDA, INC.

By: 

HENRY C. HARDIN, III
President

STAFFING CONCEPTS OF FLORIDA, INC.

By: 

HENRY C. HARDIN, III
President