

P94000082898



FILED

00 DEC 22 PM 3:41

ACCOUNT NO. : 072100000032

REFERENCE : 941035 — 4332362

AUTHORIZATION :

COST LIMIT : \$ 70.00

OFFICE OF THE
TALLAHASSEE, FLORIDA

Patricia Pujato

ORDER DATE : December 21, 2000

ORDER TIME : 10:47 AM

ORDER NO. : 941035-005

200003511792--6

CUSTOMER NO: 4332362

CUSTOMER: Mary Abbruzzese, Legal Asst
Brownstein Hyatt & Farber,
410 17th Street, 22nd Floor

Denver, CO 80202

ARTICLES OF MERGER

EFFECTIVE DATE
12-31-00

PD QUICK OF FT. MYERS, INC.

INTO

Marger
12-26-00
PHS

TEMPORARY PLACEMENT SERVICE, INC.

*****DELAYED EFFECTIVE DATE: 12/31/2000*****

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

2000 DEC 22 PM 12:05

RECEIVED
OFFICE OF THE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

P.D. QUICK OF FT. MYERS, INC., a Florida corporation, P94000082898

INTO

TEMPORARY PLACEMENT SERVICE, INC., a Georgia corporation not
qualified in Florida.

File date: December 22, 2000, effective December 31, 2000

Corporate Specialist: Doug Spittler

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
OF
PD. QUICK OF FT. MYERS, INC.
AND

TEMPORARY PLACEMENT SERVICE, INC.

FILED
00 DEC 22 PM 3:41
DEPT. 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 of Merger for merging PD. Quick of Ft. Myers, Inc., a Florida corporation, with and into Temporary Placement Service, Inc., a Georgia corporation.

2. The shareholders entitled to vote on the aforesaid Plan of Merger of PD. Quick of Ft. Myers, Inc. approved and adopted the Plan of Merger at a meeting of said shareholders held on December 18, 2000.

3. The merger of PD. Quick of Ft. Myers, Inc. with and into Temporary Placement Service, Inc. is permitted by the laws of the jurisdiction of organization of Temporary Placement Service, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Temporary Placement Service, Inc. was December 18, 2000.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 31, 2000.

EFFECTIVE DATE
12-31-00

Executed on 12-18, 2000.

PD, QUICK OF FT. MYERS, INC., a Florida
corporation

By: Howard S. Brief
Name:
Its:

TEMPORARY PLACEMENT SERVICE,
INC., a Georgia corporation

By: Howard S. Brief
Name:
Its:

PLAN OF MERGER adopted on December 18, 2000 by resolution of the Board of Directors of PD.Quick of Ft. Myers, Inc., a business corporation organized under the laws of the State of Florida, and adopted on December 18, 2000 by resolution of the Board of Directors of Temporary Placement Service, Inc., a business corporation organized under the laws of the State of Georgia. The names of the corporations planning to merge are PD.Quick of Ft. Myers, Inc., a business corporation organized under the laws of the State of Florida, and Temporary Placement Service, Inc., a business corporation organized under the laws of the State of Georgia. The name of the surviving corporation into which PD.Quick of Ft. Myers, Inc. plans to merge is Temporary Placement Service, Inc.

1. PD.Quick of Ft. Myers, Inc. and Temporary Placement Service, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Georgia be merged with and into a single corporation, to wit, Temporary Placement Service, Inc., 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 laws of the jurisdiction of its organization. The separate existence of PD.Quick of Ft. Myers, Inc., 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 articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization 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 jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization 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 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 canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan 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 jurisdiction of organization of the surviving corporation.

7. In the event that the Plan 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 laws of the jurisdiction of organization of the surviving corporation, 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 of the State of Georgia, 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 of Merger or of the merger herein provided for.