

P95000003917

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Employee Management International II, Inc P95-3917
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in
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☒ Pick up time 7/22
☐ Will wait

☐ Photocopy

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☐ Certificate of Status

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SECRETARY OF STATE
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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EFFECTIVE DATE
7-23-98

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

See 7/22

ARTICLES OF MERGER
Merger Sheet

MERGING:

EMPLOYMENT MANAGEMENT, INC., a New Jersey corporation

INTO

EMPLOYEE MANAGEMENT INTERNATIONAL II, INC., a Florida corporation,
P95000003917

File date: July 22, 1998, effective July 23, 1998

Corporate Specialist: Teresa Brown

EFFECTIVE DATE

7-23-98

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

These ARTICLES OF MERGER, dated July 22, 1998, are submitted by EMPLOYEE MANAGEMENT INTERNATIONAL II, INC., a Florida corporation ("EMI"), and EMPLOYMENT MANGEMENT, INC., a New Jersey corporation ("Management"), pursuant to Section 607.1107 of the Florida Business Corporation Act (the "Act").

FIRST: EMI is a corporation duly organized and existing under the laws of the State of Florida. Management is a corporation duly organized and existing under the laws of the State of New Jersey.

SECOND: Pursuant to a Plan of Merger in the form attached hereto as Exhibit A (the "Plan of Merger"), each of EMI and Management has agreed that Management be merged with and into EMI as a single corporation (the "Merger"), and that EMI shall continue under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation").

THIRD: 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 the same appear in the Articles of Incorporation, bylaws and minutes of EMI prior to the Merger.

FOURTH: The Surviving Corporation shall possess all of the rights, privileges, power, authority and ownership of Management and EMI.

FIFTH: Each share of EMI common stock, par value \$.01 per share ("EMI Common Stock"), issued and outstanding immediately before the Effective Date (as hereinafter defined) shall, as of the Effective Date, be converted into, and shall be exchanged for, .335 shares of the common stock, without par value, of Employee Management, Inc., a New Jersey corporation and the parent corporation of Management (the "Parent"). Each share of Management common stock, par value \$.01 per share, issued and outstanding immediately before the Effective Date shall, as of the Effective Date, be converted into, and shall be exchanged for, one share of EMI Common Stock. Each outstanding share of capital stock of Parent issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding from and after the Effective Date.

SIXTH: The Merger, which shall constitute a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, shall be effective as of July 23, 1998 (the "Effective Date").

SEVENTH: The Plan of Merger was adopted by the Board of Directors of EMI by unanimous written consent (pursuant to Section 607.0821 of the Act) on the 22nd day of July, 1998. The Plan of Merger was adopted by the shareholders of EMI by unanimous written consent (pursuant to Section 607.0704 of the Act) on the 22nd day of July, 1998.

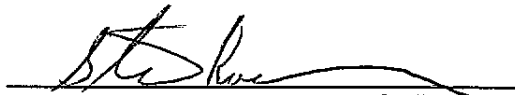
EIGHTH: The Plan of Merger was adopted by the Board of Directors and sole shareholder of Management by written consent on the 22nd day of July, 1998.

NINTH: The Plan of Merger was adopted by the Board of Directors and shareholders of Parent by written consent on the 22nd day of July, 1998.

TENTH: The Merger is permitted by the laws of the State of New Jersey, under which laws Management is incorporated, and Management has fully complied with such laws in effecting the Merger.

IN WITNESS WHEREOF, a duly authorized officer of each of EMI and Management has made and executed these Articles of Merger on the date first above written.

EMPLOYEE MANAGEMENT INTERNATIONAL
II, INC.

By: 
Name: Steve A. Rosenthal
Title: Vice President

EMPLOYMENT MANAGEMENT, INC.

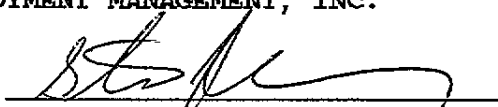
By: 
Name: Steve A. Rosenthal
Title: President

EXHIBIT A

PLAN OF MERGER

This PLAN OF MERGER (the "Plan") dated as of July 22, 1998, is by and among EMPLOYEE MANAGEMENT INTERNATIONAL II, INC., a Florida corporation ("EMI"), EMPLOYMENT MANAGEMENT, INC., a New Jersey corporation ("Management") and EMPLOYEE MANAGEMENT, INC., a New Jersey corporation ("Parent").

WITNESSETH:

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

WHEREAS, each of Management and Parent are corporations duly organized and existing under the laws of the State of New Jersey; and

WHEREAS, each of EMI, Management and Parent has agreed that Management shall merge with and into EMI, upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the States of Florida and New Jersey (the "Merger");

NOW, THEREFORE, in consideration of the mutual covenants contained in this Plan and in order to consummate the transactions described above, each of EMI, Management and Parent hereby agrees as follows:

1. Management shall be merged with and into EMI as a single corporation, upon the terms and conditions of this Plan and EMI shall continue under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation"), and each of EMI, Management and Parent further agrees as follows:

a. The purposes, the registered agent, the address of the registered office, and number of authorized shares of capital stock of the Surviving Corporation shall be as each of the foregoing appears in the Articles of Incorporation of EMI as on file with the Office of the Secretary of State of Florida on the date hereof.

b. The bylaws of EMI in effect on the Effective Date (as hereinafter defined) shall be the bylaws of the Surviving Corporation until such bylaws shall be altered, amended or repealed or until new bylaws are adopted as provided therein.

c. The persons who constitute the Board of Directors of EMI on the Effective Date shall constitute the Board of Directors of the Surviving Corporation.

d. The persons who constitute the officers of EMI on the Effective Date shall constitute the officers of the Surviving Corporation.

2. The Merger, which shall constitute a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, shall become effective as of July 22, 1998. The date on which the Merger of Management with and into EMI becomes effective is the "Effective Date."

3. On the Effective Date, the Surviving Corporation shall possess all the rights, privileges, power, authority and ownership of EMI and Management.

4. On the Effective Date, each share of EMI common stock, par value \$.01 per share ("EMI Common Stock"), issued and outstanding immediately before the Effective Date, shall be converted into and exchanged for .335 shares of Parent common stock, without par value ("Parent Common Stock"). Each share of Management common stock, par value \$.01 per share, issued and outstanding immediately before the Effective Date, shall be converted into and exchanged for one share of EMI Common Stock. Each outstanding share of capital stock of Parent issued and outstanding immediately before the Effective Date shall remain issued and outstanding from and after the Effective Date.

5. As soon as practicable after the Effective Date, Parent shall issue and deliver to the shareholders of EMI shares of Parent Common Stock to which such shareholders shall have become entitled in accordance with this Plan.

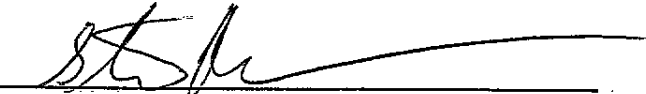
6. Each of EMI, Management and Parent shall take all appropriate corporate action to comply with the applicable laws of the States of Florida and New Jersey, respectively, in connection with the contemplated Merger.

7. This Plan is made pursuant to and shall be construed under the laws of the State of Florida and shall inure to the benefit of and be binding upon EMI, Management and Parent and their respective successors and assigns.

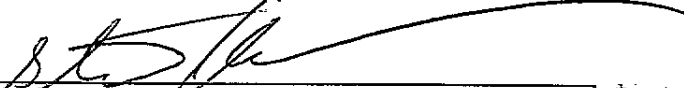
8. This Plan may be executed in multiple counterparts, each of which shall be deemed an original, but all of which when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, EMI, Management and Parent, acting through their duly authorized officers, representing all parties to this Plan, have signed this Plan of Merger as of the day and year first above written.


**EMPLOYEE MANAGEMENT INTERNATIONAL II,
INC.**

By: 
Name: Steve A. Rosenthal
Title: Vice President

EMPLOYMENT MANAGEMENT, INC.

By: 
Name: Steve A. Rosenthal
Title: President

EMPLOYEE MANAGEMENT, INC.

By: 
Name: Steve A. Rosenthal
Title: President