

P95000016108

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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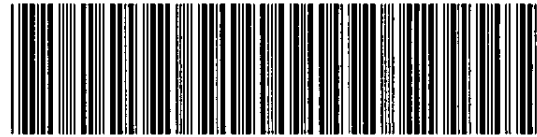
(Business Entity Name)

(Document Number)

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RECEIVED
08 NOV -6 AM 10:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED --
2008 NOV -6 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 16/08



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 772628 4812402

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 70.00

ORDER DATE : October 28, 2008

ORDER TIME : 10:15 AM

ORDER NO. : 772628-010

CUSTOMER NO: 4812402

RESUBMIT

~~Please give original
submission date as file date.~~

ARTICLES OF MERGER

JOBSERVE USA CORPORATION

INTO

COMPUTERJOBS.COM, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Doreen Wallace

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 30, 2008

CSC
ATTN: DOREEN
TALLAHASSEE, FL

SUBJECT: JOBSERVE USA CORPORATION
Ref. Number: P95000016108

We have received your document for JOBSERVE USA CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

I am returning your document per phone call.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 508A00055618

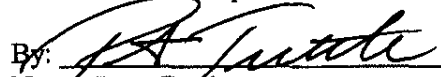
ARTICLES OF MERGER
OF
JOBserve USA CORPORATION
AND
COMPUTERJOBS.COM, INC.

FILED
2008 NOV -6 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The following Articles of Merger are submitted pursuant to Section 607.1105 of the Florida Business Corporation Act.

1. The name of the surviving corporation is ComputerJobs.com, Inc., a Georgia corporation.
2. The name of the merging corporation is JobServe USA Corporation, a Florida corporation.
3. The Plan of Merger is attached hereto.
4. The Plan of Merger was adopted by the board of directors of the surviving corporation on November 3, 2008 and shareholder approval was not required.
5. The Plan of Merger was adopted by the sole shareholder of the merging corporation on November 3, 2008.
6. The merger shall become effective in the State of Florida as of the date of the filing of these Articles of Merger.

JobServe USA Corporation

By: 
Name: Peter Tuttle
Title: Vice President

ComputerJobs.com, Inc.

By: 
Name: Peter Tuttle
Title: President

PLAN OF MERGER

THIS PLAN OF MERGER (this "Agreement") is entered into as of November 3, 2008, by and between JobServe USA Corporation, a Florida corporation (the "Merging Corporation"), and ComputerJobs.com, Inc., a Georgia corporation (the "Surviving Corporation").

WHEREAS, the Merging Corporation and the Surviving Corporation deem it advisable that the Merging Corporation merge itself with and into the Surviving Corporation as authorized by the provisions of Section 607.1101 of the Florida Business Corporation Act and Section 14-2-1101 of the Georgia Business Corporation Code such that the business of the Merging Corporation and the Surviving Corporation be operated as a single corporate entity (the "Merger").

NOW, THEREFORE, in consideration of the premises of the mutual covenants, agreements, provisions and grants hereinafter contained, the parties hereto do hereby agree each with the other that Merging Corporation be and the same hereby is merged with and into the Surviving Corporation in accordance with the following terms:

1. Name of Surviving Corporation. The name of the surviving corporation is ComputerJobs.com, Inc., a Georgia corporation (the "Surviving Corporation").
2. Name of Merging Corporation. The name of the merging corporation is JobServe USA Corporation, a Florida corporation (the "Merging Corporation").
3. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue as such, subject to such amendments as may hereafter be effected in accordance with the terms thereof and with applicable law.
4. Bylaws. The Bylaws of the Surviving Corporation shall continue as such, subject to such amendments as may hereafter be effected in accordance with the terms thereof and with applicable law.
5. Directors. The Directors of the Surviving Corporation shall continue as such and shall serve until the next annual meeting of the sole shareholder and until their respective successors have been duly elected and qualified.
6. Officers. The Officers of the Surviving Corporation shall continue in office and shall serve at the pleasure of the board of directors of the Surviving Corporation.
7. Statutory Agent. The statutory agent of the Surviving Corporation shall continue as such, subject to such amendments as may hereafter be effected in accordance with the terms thereof and with applicable law. The Surviving Corporation agrees that it may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of the Merging Corporation and for the enforcement of any liability or obligation

of the Surviving Corporation for which the Surviving Corporation is previously amenable to suit in the State of Florida, and designates the Secretary of State for the State of Florida as the agent of the Surviving Corporation upon whom process may be served.

8. Capital Stock. The manner and the basis of effecting the Merger shall be as follows:

(a) The common shares, without par value, of the Surviving Corporation issued and outstanding at the time the Merger becomes effective shall remain outstanding.

(b) The common shares, without par value, of the Merging Corporation issued and outstanding at the time the Merger becomes effective, shall, at the time the Merger becomes effective, be surrendered, canceled and shall cease to exist.

9. Effective Date. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State and the Secretary of State of the State of Georgia.

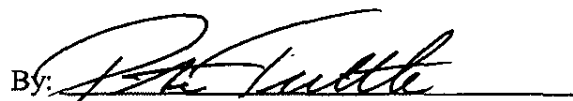
10. Counterparts. This Agreement may be executed in any number of counterparts, each of which will be deemed an original, and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused this Agreement to be duly executed as of the day and year first written above.

COMPUTERJOBS.COM, INC.

By: 
Peter Tuttle, President

JOB SERVE USA CORPORATION

By: 
Peter Tuttle, Vice President