

Oct 30, 2000 4:46PM
Division of Corporations

BUSH ROSS ET AL

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P95000016457

Florida Department of State
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MERGER OR SHARE EXCHANGE

CORE EMPLOYER SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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ShareExchange
KRG
10/31
10/30/2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 30, 2000

CORE EMPLOYER SERVICES, INC.
P.O. BOX 960
LARGO, FL 33779US

SUBJECT: CORE EMPLOYER SERVICES, INC.
REF: P95000016457

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Karen Gibson
Corporate Specialist

FAX Aud. #: H00000056950
Letter Number: 200A00056425

**ARTICLES OF SHARE EXCHANGE
FOR
OMNI OUTSOURCING, INC. AND CORE EMPLOYER
SERVICES, INC.**

FILED
OCT 31 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Omni Outsourcing, Inc. and Core Employer Services, Inc., both Florida corporations acting in compliance with the provisions of §607.1105, Florida Statutes, hereby certify as follows:

1. A plan of share exchange was approved by the Board of Directors and the majority of the shareholders of Omni Outsourcing, Inc. and by the Board of Directors of Core Employer Services, Inc. on October 16, 2000, pursuant to which all of the shares of the common capital stock of Omni Outsourcing, Inc. will be acquired by Core Employer Services, Inc. The shareholders of Core Employer Services, Inc. were not required to approve the share exchange. The terms of the share exchange are set forth in the copy of the Plan of Share Exchange attached hereto as Exhibit "A" and made a part hereof.

2. The share exchange shall be effective on that date upon which the Articles of Share Exchange are filed with and acknowledged by the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Share Exchange have been executed on behalf of the constituent corporations by their duly authorized officers as of October 16, 2000.

CORE EMPLOYER SERVICES, INC.

By: *Edgar G. Rawls*
Its: *President* EDGAR G. RAWLS

OMNI OUTSOURCING, INC.

By: *John T. Hooley*
Its: *PRESIDENT* JOHN T. HOOLEY

212729.1

EXHIBIT "A" TO ARTICLES OF SHARE EXCHANGE

PLAN OF SHARE EXCHANGE

THIS PLAN OF SHARE EXCHANGE is made and entered into as of October 16, 2000, by and among Core Employer Services, Inc., a Florida corporation ("CES") and Omni Outsourcing, Inc., a Florida corporation ("Omni").

BACKGROUND INFORMATION

The Board of Directors of CES and Omni, by unanimous written consent, have determined that it is advisable and to the advantage of each such corporation and its respective shareholders that all of the shares of the common capital stock of Omni be acquired by CES. In furtherance thereof, each board has approved and adopted the terms of this plan of share exchange (the "Plan") and has recommended the adoption of Plan and its underlying transactions by the shareholders of Omni. Accordingly, the Plan shall be effected as follows:

OPERATIVE PROVISIONS

1. Agreement and Plan of Share Exchange. This Plan is made pursuant and subject to the provisions of that certain Agreement and Plan of Share Exchange, dated October 16, 2000, by and among CES, Omni and certain of the shareholders of Omni (the "Agreement").
2. Effective Date. The Share Exchange shall become effective on that date upon which the Articles of Share Exchange and this Plan are filed with and acknowledged by the Florida Department of State (the "Effective Date").
3. Share Exchange. Prior to the Effective Date, the majority of shareholders of Omni shall have consented to the transfer of all of the outstanding shares of common capital stock of Omni (the "Shares") to CES, for the consideration set forth in section 4 of this Plan and in the Agreement.
4. Terms of the Share Exchange. Upon the Effective Date of the Agreement all of Shares shall be acquired by CES for cash and CES's interest bearing installment promissory note upon the terms and conditions, and subject to certain adjustments, as are set forth in the Agreement. As of the Effective Date, Omni shall be the wholly owned subsidiary of CES.

IN WITNESS WHEREOF, Omni and CES have caused this Plan of Share Exchange to be executed by their respective officers duly authorized as of the date first written above.

Oct. 30. 2000 4:47PM BUSH ROSS ET AL
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OMNI OUTSOURCING, INC.

By: *John T. Hooley*
Its: PRESIDENT JOHN T. HOOLEY

CORE EMPLOYER SERVICES, INC.

By: *Edgar O. Rawls*
Its: President EDGAR O. RAWLS

[SIGNATURE PAGE TO PLAN OF SHARE EXCHANGE]

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