

P95000016457

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March 9, 2001

Florida Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

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-03/15/01--01092--003
*****78.75 *****78.75

Re: Omni Outsourcing, Inc. merger into Core Employer Services, Inc.

TO WHOM IT MAY CONCERN:

Enclosed are duplicate originals of the Articles of Merger of Omni Outsourcing, Inc. into Core Employer Services, Inc. and Plan and Agreement of Reorganization. Also enclosed is this firm's check in the amount of \$78.75 representing the filing fee of \$35.00 per party and \$8.75 for one certified copy. Please file these documents and return a certified copy of same to the attention of the undersigned.

If you have any questions please so advise.

Very truly yours,

POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.

James N. Powell

JNP/lj

Enclosures: a/s

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 15 PM 3:40

Merger
LFT 3-16-2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

OMNI OUTSOURCING, INC., a Florida corporation (Document #P97000006311)

INTO

CORE EMPLOYER SERVICES, INC., a Florida entity, P95000016457

File date: March 15, 2001

Corporate Specialist: Louise Flemming-Jackson

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March 13, 2001

PERSONAL AND CONFIDENTIAL

Florida Secretary of State
DIVISION OF CORPORATIONS
Attn: Ms. Louise Jackson
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Merger of Omni Outsourcing, Inc. into Core Employer Services, Inc.

Dear Ms. Jackson:

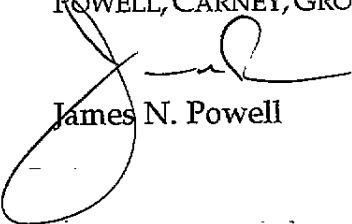
Enclosed are the following duplicate original replacement pages:

1. Pages 1 and 2 of the Articles of Merger changing the name of the second entity from Omni Outsourcing, Inc. to Core Employer Services, Inc.
2. Page 1 of the Plan and Agreement of Reorganization changing "limited liability company" to "corporation".

Thank you for your consideration and assistance in this matter.

Very truly yours,

POWELL, CARNEY, GROSS, MALLER & RAMSAY, P.A.


James N. Powell

JNP/lj

Enclosures: a/s

C:\1 CLIENTS\C\Core Employer Svcs\Core 161.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF MERGER
OF
OMNI OUTSOURCING, INC.,
a Florida corporation
INTO
CORE EMPLOYER SERVICES, INC.,
a Florida corporation**

Pursuant to Section 607.1105 of the *Florida Statutes*, the undersigned entities, **OMNI OUTSOURCING, INC.**, a Florida corporation, and **CORE EMPLOYER SERVICES, INC.**, a Florida corporation, adopt the following Articles of Merger for the purposes of merging OMNI OUTSOURCING, INC. into CORE EMPLOYER SERVICES, INC.:

**ARTICLE 1
PLAN OF MERGER**

1.01 The Plan of Merger setting forth the terms and conditions of the merger of OMNI OUTSOURCING, INC. into CORE EMPLOYER SERVICES, INC. is attached to these Articles as an exhibit and incorporated herein by reference.

**ARTICLE 2
ADOPTION OF PLAN**

2.01 There are one thousand nine hundred thirty-five (1935) shares of common stock each at \$1.00 par value of OMNI OUTSOURCING, INC. issued and outstanding that were entitled to vote on the Plan of Merger. All shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger at a special meeting of the shareholders of OMNI OUTSOURCING, INC. held on January 15, 2001.

2.02 There are one hundred fifty-five and 69/100 (155.69) shares of CORE EMPLOYER SERVICES, INC. issued and outstanding that are entitled to vote on the Plan of Merger. All shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger at a special meeting of the members of CORE EMPLOYER SERVICES, INC. held on January 15, 2001.

2.03 The Plan of Merger was approved by the Board of Directors of OMNI OUTSOURCING, INC. and the Board of Directors of CORE EMPLOYER

SERVICES, INC. at special meetings of the Board of Directors of each entity, respectively, held on the 15th day of January, 2001.

ARTICLE 3
EFFECTIVE DATE

3.01 The Plan of Merger shall be effective upon January 15, 2001, or the filing of these Articles of Merger with the Department of State, State of Florida, whichever first occurs.

ARTICLE 4
SERVICE OF PROCESS

4.01 CORE EMPLOYER SERVICES, INC. agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of OMNI OUTSOURCING, INC. and in any proceeding for the enforcement of the rights of a dissenting shareholder of OMNI OUTSOURCING, INC. against CORE EMPLOYER SERVICES, INC.

4.02 The corporate office for the surviving corporation shall continue to be 12600 South Belcher Road, Suite 104, Largo, Florida 33773.

4.03 The registered agent for the surviving corporation shall continue to be J. RICHARD DiROSE. The address of J. Richard DiRose is 12600 South Belcher Road, Suite 104, Largo, Florida 33773.

ARTICLE 5
RATIFICATION

5.01 In all other respects the parties ratify and confirm the provisions of the Articles of Incorporation of CORE EMPLOYER SERVICES, INC., except as amended by these Articles of Merger.

The balance of this page was intentionally left blank.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles to be signed as of this 15th day of January, 2001.

OMNI OUTSOURCING, INC., a Florida corporation

By: Edgar O. Rawls
Edgar O. Rawls, President

(CORPORATE SEAL)

CORE EMPLOYER SERVICES, INC., a Florida corporation

By: Edgar O. Rawls
Edgar O. Rawls, President

(CORPORATE SEAL)

PLAN AND AGREEMENT OF REORGANIZATION

**by Merger of
OMNI OUTSOURCING, INC.,
a Florida corporation
with and into
CORE EMPLOYER SERVICES, INC.,
a Florida corporation**

THIS IS A PLAN AND AGREEMENT OF MERGER ("Agreement") between OMNI OUTSOURCING, INC., a Florida corporation (the "Merging Corporation") and CORE EMPLOYER SERVICES, INC., a Florida corporation (the "Surviving Company").

ARTICLE 1 PLAN OF MERGER

1.01 **Plan Adopted.** A plan of merger of OMNI OUTSOURCING, INC. and CORE EMPLOYER SERVICES, INC. pursuant to section 607.1101 of the *Florida Statutes* is adopted as follows:

(a) OMNI OUTSOURCING, INC. shall be merged with and into CORE EMPLOYER SERVICES, INC., to exist and be governed by the laws of the State of Florida. The name of the Surviving Company shall be CORE EMPLOYER SERVICES, INC.

(b) When this Agreement shall become effective, the separate corporate existence of OMNI OUTSOURCING, INC. shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of OMNI OUTSOURCING, INC. and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each of the constituent entities shall be preserved unimpaired, limited to the property affected by the liens immediately prior to the merger.

(c) The Surviving Company will carry on business with the assets of OMNI OUTSOURCING, INC., as well as the assets of CORE EMPLOYER SERVICES, INC.

(d) The shareholders of OMNI OUTSOURCING, INC., will surrender all of their shares in the manner hereinafter set forth in subparagraph (e).

(e) In exchange for the shares of OMNI OUTSOURCING, INC. surrendered by its shareholders, the Surviving Company will issue and transfer shares of common stock to the shareholders on the basis set forth in Article 4 below.

1.02 **Effective Date.** The effective date of the merger ("Effective Date") shall be January 15, 2001, or the date when the Articles of Merger are filed with the Department of State of the State of Florida, whichever shall last occur.

ARTICLE 2
REPRESENTATIONS AND WARRANTIES
OF MERGING ENTITIES

2.01 **Nonsurvivor.** As a material inducement to the Surviving Company to execute this Agreement and perform its obligations under this Agreement, OMNI OUTSOURCING, INC. represents and warrants to the Surviving Company as follows:

(a) OMNI OUTSOURCING, INC. is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida, with corporate power and authority to own property and carry on its business as it is now being conducted.

(b) OMNI OUTSOURCING, INC. has an authorized capitalization of TEN THOUSAND AND NO / 100 DOLLARS (\$10,000.00), consisting of one thousand (1,000) authorized shares of common stock, each with a \$1.00 par value, of which one thousand nine hundred thirty-five (1,935) shares are validly issued and outstanding, fully paid, and non-assessable on the date of this Agreement.

(c) Through the Effective Date, all required federal, state and local tax returns of OMNI OUTSOURCING, INC. have been accurately prepared and duly and timely filed, and all federal, state and local taxes required to be paid with respect to the periods covered by the returns have been paid.

(d) OMNI OUTSOURCING, INC. has no pending or threatened legal actions as of the Effective Date of this Agreement.

2.02 **Survivor.** As a material inducement to OMNI OUTSOURCING, INC. to execute this Agreement and perform its obligations under this Agreement, CORE EMPLOYER SERVICES, INC. represents and warrants to OMNI OUTSOURCING, INC. as follows:

(a) CORE EMPLOYER SERVICES, INC. is a Florida corporation, duly organized, validly existing, and in good standing under the laws of the State of Florida, with limited liability company power and authority to own property and carry on its business as it is now being conducted.

(b) CORE EMPLOYER SERVICES, INC. has an authorized capitalization of ONE THOUSAND DOLLARS (\$1,000.00), consisting of one thousand (1,000) authorized shares of common stock, each with a par value of One and No/100 Dollars (\$1.00), of which one hundred fifty-five and 69/100 (155.69) shares are issued and outstanding, fully paid and non-assessable on the date of this Agreement.

(c) Through the Effective Date, all required federal, state and local tax returns of CORE EMPLOYER SERVICES, INC. have been accurately prepared and duly and timely filed, and all federal, state and local taxes required to be paid with respect to the periods covered by the returns have been paid.

(d) The Articles of Incorporation and the Bylaws of CORE EMPLOYER SERVICES, INC. shall be restated as they currently exist, except as amended in the Articles of Merger, and shall continue to be in effect and binding upon the Surviving Company as of the Effective Date of the merger.

ARTICLE 3 COVENANT, ACTIONS, AND OBLIGATIONS PRIOR TO THE EFFECTIVE DATE

3.01 **Interim Conduct of Business; Limitation.** Except as limited this paragraph 3.01, pending consummation of the merger, each of the constituent entities will carry on its business in substantially the same manner as before and will use its best efforts to maintain its business organization intact, to retain its present employees, to maintain its relations with suppliers and other business contacts.

3.02 **Submission to Shareholders.** This Agreement shall be submitted to the shareholders of OMNI OUTSOURCING, INC. for approval in the manner provided by the laws of the State of Florida. This Agreement shall also be submitted to the shareholders of CORE EMPLOYER SERVICES, INC. for approval in the manner provided by the laws of the State of Florida.

ARTICLE 4

MANNER OF CONVERTING SHARES

4.01 **Manner.** The holder of the shares of OMNI OUTSOURCING, INC. shall be entitled to receive the following shares and percentage of ownership in CORE EMPLOYER SERVICES, INC.:

<i>Omni Outsourcing, Inc. Shareholder</i>	<i># of Shares</i>	<i>% of Total Issued Shares</i>	<i>Shares Issued in Core Employer Services, Inc.</i>
Core Employer Services, Inc.	1,935	100%	-0-

4.02 **Shares of Survivor.** The current outstanding shares of common stock of the Surviving Company issued to the stockholders shall remain the same, unaffected by the merger of the Surviving Corporation wholly owned subsidiary corporation with the present corporation.

ARTICLE 5

INTERPRETATION AND ENFORCEMENT

5.01 **Further Assurances.** OMNI OUTSOURCING, INC. agrees that from time to time, as and when requested by the Surviving Company or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all deeds and other instruments required to complete the merger contemplated under this Agreement. OMNI OUTSOURCING, INC. further agrees to take or cause to be taken any further or other actions as the Surviving Company may deem necessary or desirable to vest in, to perfect in, or to conform the record, or otherwise, the Surviving Company title to and possession of all property, rights, privileges, powers and franchises referred to in Article 1 of this Agreement, and otherwise to carry out the intent and purpose of this Agreement.

5.02 **Entire Agreement; Counterparts.** This Agreement and the exhibits to this Agreement contain the entire agreement between the parties with

respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.

5.03 **Controlling Law.** The validity, interpretation and performance of this Agreement shall be governed by, construed and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF this Agreement was executed the 15th day of January, 2001.

OMNI OUTSOURCING, INC., a Florida corporation

By: Edgar O. Rawls
Edgar O. Rawls, President

(CORPORATE SEAL)

CORE EMPLOYER SERVICES, INC., a Florida corporation

By: Edgar O. Rawls
Edgar O. Rawls, President

(CORPORATE SEAL)