

**CORPORATE  
ACCESS,  
INC.**

**P95000016457**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

1.) Mullis Group II, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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**\*\*\*\*\*78.75 \*\*\*\*\*78.75**

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**EFFECTIVE DATE**  
12-31-01

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

**C. Coulliette DEC 28 2001**

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MULLIS GROUP II, INC., a Florida corporation, S37417

INTO

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

File date: December 28, 2001, effective December 31, 2001

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 28, 2001

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: CORE EMPLOYER SERVICES, INC.  
Ref. Number: P95000016457

*Corrected*  
*12/28/01*  
*Please file with*  
*20th date.*  
*(Signature)*

We have received your document for CORE EMPLOYER SERVICES, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You have indicated in the paragraph #4.03 the name of the registered agent is J. Richard DiRose. This information is incorrect. We are showing Edgar O. Rawl is the current registered agent. If you want to change agents at this time, please make corrections in your document and include the paragraph of acceptance and the signature of the new agent.

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  
Document Specialist

Letter Number: 901A00067455

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TALLAHASSEE, FL 32314

**ARTICLES OF MERGER  
OF  
MULLIS GROUP II, INC.,  
a Florida corporation  
INTO  
CORE EMPLOYER SERVICES, INC.,  
a Florida corporation**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the *Florida Statutes*, the undersigned entities, **MULLIS GROUP II, INC.**, a Florida corporation, and **CORE EMPLOYER SERVICES, INC.**, a Florida corporation, adopt the following Articles of Merger for the purposes of merging MULLIS GROUP II, 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 MULLIS GROUP II, 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 (1000) shares of common stock each at \$1.00 par value of MULLIS GROUP II, 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 MULLIS GROUP II, INC. held on December 27, 2001.

2.02 There are seventy-seven and 365/100 (77.365) 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 December 27, 2001.

2.03 The Plan of Merger was approved by the Board of Directors of MULLIS GROUP II, INC. and the Board of Directors of CORE EMPLOYER

**EFFECTIVE DATE**  
12-31-01

SERVICES, INC. at special meetings of the Board of Directors of each entity, respectively, held on the 27<sup>th</sup> day of December, 2001.

**ARTICLE 3**  
**EFFECTIVE DATE**

3.01 The Plan of Merger shall be effective upon December 31, 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 MULLIS GROUP II, INC. and in any proceeding for the enforcement of the rights of a dissenting shareholder of MULLIS GROUP II, 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 Edgar O. Rawls. The address of Edgar O. Rawls 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 27th of December, 2001.

MULLIS GROUP II, 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  
MULLIS GROUP II, INC.,  
a Florida corporation  
with and into  
CORE EMPLOYER SERVICES, INC.,  
a Florida corporation**

*THIS IS A PLAN AND AGREEMENT OF MERGER* ("Agreement") between MULLIS GROUP II, 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 MULLIS GROUP II, INC. and CORE EMPLOYER SERVICES, INC. pursuant to section 607.1101 of the *Florida Statutes* is adopted as follows:

(a) MULLIS GROUP II, 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 MULLIS GROUP II, INC. shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of MULLIS GROUP II, 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 MULLIS GROUP II, INC., as well as the assets of CORE EMPLOYER SERVICES, INC.

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

(e) In exchange for the shares of MULLIS GROUP II, 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 December 31, 2001, or the date when the Articles of Merger are filed with the Department of State of the State of Florida, whichever shall first 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, MULLIS GROUP II, INC. represents and warrants to the Surviving Company as follows:

(a) MULLIS GROUP II, 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) MULLIS GROUP II, INC. has an authorized capitalization of ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00), consisting of one thousand (1,000) authorized shares of common stock, each with a \$1.00 par value, of which one thousand (1,000) 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 MULLIS GROUP II, 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) MULLIS GROUP II, INC. has no pending or threatened legal actions as of the Effective Date of this Agreement.

2.2 **Survivor.** As a material inducement to MULLIS GROUP II, INC. to execute this Agreement and perform its obligations under this Agreement, CORE EMPLOYER SERVICES, INC. represents and warrants to MULLIS GROUP II, 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 seventy-seven and 365/100 (77.365) 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**

3.1 **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.

3.2 **Submission to Shareholders.** This Agreement shall be submitted to the shareholders of MULLIS GROUP II, 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**

4.1 **Manner.** The holder of the shares of MULLIS GROUP II, INC. shall be entitled to receive the following shares and percentage of ownership in CORE EMPLOYER SERVICES, INC.:

<i>Mullis Group II, Inc. Shareholder</i>	<i># of Shares</i>	<i>% of Total Issued Shares</i>	<i>Shares Issued in Core Employer Services, Inc.</i>
Edgar O. Rawls	18	23.27%	-0-
4I, LLC	5.68	7.34%	-0-
J. Richard DiRose, Trustee of the J. Richard DiRose Trust date 4-7-00	5	6.46%	-0-
Ian F. Irwin and Jean Getting Irwin	13.975	18.07%	-0-
008566 NB, Ltd.	11.36	14.68%	-0-
Core Investors	23.35	30.18%	-0-

4.2 **Shares of Survivor.** The current outstanding shares of common stock of the Surviving Company issued to the surviving company stockholders shall remain the same, unaffected by the merger of the Surviving Corporation's brother/sister corporation into the Surviving Corporation.

#### **ARTICLE 5** **INTERPRETATION AND ENFORCEMENT**

5.1 **Further Assurances.** MULLIS GROUP II, 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. MULLIS GROUP II, 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 27<sup>th</sup> day of December, 2001.

MULLIS GROUP II, INC., a Florida corporation

By:   
Edgar O. Rawls, President

(CORPORATE SEAL)

CORE EMPLOYER SERVICES, INC., a Florida corporation

By:   
Edgar O. Rawls, President

(CORPORATE SEAL)