

P95000091817



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 578811 7294974

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 78.75

FILED
2002 JAN -2 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 2, 2002

ORDER TIME : 11:25 AM

ORDER NO. : 578811-005

CUSTOMER NO: 7294974

CUSTOMER: Ms. Andrea Blair
Professional Placement
Suite 200
333 1st Street North
Jacksonville Be, FL 32250

RECEIVED
02 JAN -2 PM 12:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

PPR STAFFING, INC.

200004747482--8

INTO

PPR TRAVEL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

C. Coullie JAN 02 2002

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

PPR STAFFING, INC., a Florida corporation, P01000009706

INTO

PPR TRAVEL, INC., a Florida entity, P95000091817

File date: January 2, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER (hereinafter "this Agreement" is made entered into this 31st day of December, 2001, by and between PPR STAFFING, INC., a Florida corporation (hereinafter referred to as "PPR Staffing"), and PPR TRAVEL, INC., a Florida corporation (hereinafter referred to as "PPR Travel"). In this Agreement, PPR Staffing and PPR Travel are sometimes collectively referred to as the "Corporations".

WITNESSETH:

WHEREAS, PPR Staffing and PPR Travel are both wholly-owned subsidiary corporations of PROFESSIONAL PLACEMENT RESOURCES, INC., a Florida corporation; and

WHEREAS, the Boards of Directors and Stockholders of the Corporations deem it advisable and in the best business interest of each of the Corporations that PPR Staffing (hereinafter sometimes referred to as the "Nonsurviving Corporation") be merged with and into PPR Travel and that PPR Travel (hereinafter sometimes referred to as the "Surviving Corporation") merge the Nonsurviving Corporation with and into itself, and that pursuant to the merger, all shares of PPR Staffing be converted to and exchanged for shares of PPR Travel, as authorized by Florida Statutes Section 607.1101 and Section 368(a)(1)(A) and Section 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended, and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Corporations, by and between themselves and their respective Boards of Directors and Stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the

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TALLAHASSEE, FLORIDA

Nonsurviving Corporation be merged with and into the Surviving Corporation and that the Surviving Corporation merge the Nonsurviving Corporation with and into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Agreement, Plan and Articles of Merger:

ARTICLE I. - CORPORATIONS

A. PPR Travel, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation which were filed with the Department of State of the State of Florida on November 30, 1995, has an authorized capitalization of one thousand (1,000) shares of capital stock. Nine hundred (900) of such shares representing the authorized capitalization are presently issued and outstanding, and consist of voting common stock having a par value of One Cent (\$0.01) per share for an aggregate par value of Nine Dollars (\$9.00).

B. PPR Staffing, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation which were filed with the Department of State of the State of Florida on January 25, 2001, has an authorized capitalization of one thousand (1,000) shares of capital stock. All of such shares representing the authorized capitalization are presently issued and outstanding, and consist of voting common stock having a par value of Ten Dollars (\$10.00) per share for an aggregate par value of Ten Thousand Dollars (\$10,000.00).

ARTICLE II. - MERGER

PPR Staffing shall be, and it hereby is, merged with and into PPR Travel, and PPR Travel shall, and it hereby does, merge PPR Staffing with and into itself. PPR Travel shall be the Surviving Corporation in the merger and shall be governed by the laws of the State of Florida, which state shall be its domicile. The principal office of the Surviving Corporation shall

be located at PPR Travel's principal place of business, which is presently 333 First Street North, Suite 200, Jacksonville Beach, Florida 32250. The mailing address of the Surviving Corporation shall be the mailing address of PPR Travel, which is presently 333 First Street North, Suite 200, Jacksonville Beach, Florida 32250.

ARTICLE III. - CONVERSION OF OUTSTANDING STOCK

The manner and the basis of converting the outstanding shares of capital stock of each of the Corporations in the merger shall be as follows:

A. Upon the effective date of the merger, each issued and outstanding share of the common stock, par value of Ten Dollars (\$10.00) per share, of the Nonsurviving Corporation shall, without further action on the part of the holder thereof, be converted into one-tenth of one share (.10) of the common stock, par value One Cent (\$0.01) per share, of PPR Travel.

B. No fractional share or shares of the capital stock of PPR Travel, and no certificate or certificates of scrip therefor, will be issued in connection with the merger. In the event calculation of the aggregate number of shares deliverable in connection with the merger to and for the account of any former holder of the capital stock of a Corporation would otherwise result in such holder being entitled to a fraction of a share, the number of shares so deliverable shall be increased to the next higher full share if such fraction is one-half or more and shall be reduced to the next smaller full share if such fraction is less than one-half.

C. As soon as practical after the effective date of merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Nonsurviving Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of shares of the common stock of

the Surviving Corporation, into which such shares of capital stock of the Nonsurviving Corporation shall have been converted pursuant to this Article.

ARTICLE IV. - TERMS AND CONDITIONS

The terms and conditions of the merger are as follows:

A. Except as provided in Article III hereof, until altered, amended or repealed, the Articles of Incorporation of the Surviving Corporation in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.

B. Until altered, amended or repealed, the Bylaws of the Surviving Corporation in effect on the effective date of the merger shall be the Bylaws of the Surviving Corporation.

C. The officers and directors of the Surviving Corporation on the effective date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their successors shall have been elected and qualify, unless they earlier die, resign or are removed

D. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to property or rights of the Nonsurviving Corporation, the proper officers and directors of the Nonsurviving Corporation shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE V. - APPROVALS BY THE CORPORATIONS

A. The terms and conditions of the merger set forth in this Agreement were advised, authorized and approved by each of Corporations in the manner and by the vote required by its charter and the laws of the state of its incorporation.

B. Each issued and outstanding share of stock of each of the Corporations is entitled to vote on this Agreement.

C. The merger contemplated by this Agreement is permitted by laws of the State of Florida, and all conditions required by laws of the State of Florida have been satisfied.

D. This Agreement and the merger contemplated by it were approved and unanimously adopted by resolutions of the Board of Directors of the Corporations on December 31, 2001.

E. After approval by the Boards of Directors of the Corporations, a copy of this Agreement was furnished to each stockholder of each of the Corporations, and this Agreement and the merger contemplated by it were unanimously approved by the stockholders of each of the Corporations on December 31, 2001. At each meeting of the stockholders of the Corporations, all of the outstanding shares of each class entitled to vote thereon were voted in favor of this Agreement and the merger contemplated hereby, and none against.

F. Upon the approval of this Agreement by the Department of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed by the Department of State of the State of Florida.

G. Notwithstanding anything contained herein to the contrary, the merger provided herein shall be effective as of January 1, 2002.

IN WITNESS WHEREOF, the Corporations have caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Florida and their respective seals affixed hereto.

Andrea M Blair
Print Name: ANDREA M BLAIR

Randy Watts
Print Name: RANDY WATTS
Witnesses

PPR TRAVEL, INC.

By: [Signature]
DWIGHT COOPER
Its: President

Andrea M Blair
Print Name: ANDREA M BLAIR

Randy Watts
Print Name: RANDY WATTS
Witnesses

PPR STAFFING, INC

By: [Signature]
DWIGHT COOPER
Its: President