

P96000018262

WOMBLE
CARLYLE
SANDRIDGE
& RICE
A PROFESSIONAL LIMITED
LIABILITY COMPANY

One Atlantic Center
1201 West Peachtree Street
Suite 3500
Atlanta, GA 30309
Telephone: (404) 872-7000
Fax: (404) 888-7490
Web site: www.wcsr.com

Sylvester Harris, Jr.
Corporate Paralegal
Direct Dial: 404-888-7494
Direct Fax: 404-870-4867
E-mail: syharris@wcsr.com

August 16, 2000

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*****70.00 *****70.00

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399-0500

Re: TeamLink, Inc. - Articles of Merger

Dear Sir or Madam:

Please accept the enclosed Articles of Merger of **TeamLink, Inc.**, for filing so that the corporation may proceed with necessary business. I have included one original and one conformed copy of the Articles of Merger, and our firm's check in the amount of \$70.00 to cover the cost of filing.

Thank you for your assistance, and please do not hesitate to call me with any questions.

Sincerely,

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC

Sylvester Harris Jr.
Sylvester Harris, Jr.
Corporate Paralegal

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Enclosures
cc:

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Rev. August 16, 2000

Morgan

V. SHEPARD SEP 13 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

TEAMLINK.COM, INC., a Florida corporation, P96000018262
,

INTO

TEAMLINK, INC., a Georgia corporation not qualified in Florida.

File date: September 11, 2000

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 30, 2000

SYLVESTER HARRIS, JR.
ONE ATLANTIC CENTER
1201 W. PEACHTREE ST., STE. 3500
ATLANTA, GA 30309

SUBJECT: TEAMLINK.COM, INC.
Ref. Number: P96000018262

We have received your document for TEAMLINK.COM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 400A00046331

Rec'd 9/11

ARTICLES OF MERGER OF

**TEAMLINK.COM, INC.,
a Florida corporation**

INTO

**TEAMLINK, INC.,
a Georgia corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 11 PM 2:18

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
TeamLink.com, Inc.	Florida
TeamLink, Inc.	Georgia

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of the Florida Business Corporation Act. This Agreement and Plan of Merger was approved, adopted and certified by the Board of Directors and Shareholders of each corporation on August 16, 2000.

THIRD: That the name of the surviving corporation of the merger is **TeamLink, Inc.**, a Georgia corporation.

FOURTH: That these Articles of Merger shall be effective upon filing.

FIFTH: That the Articles of Incorporation and Bylaws of **TeamLink, Inc.**, a **Georgia Corporation** shall be the Articles of Incorporation and Bylaws of the surviving corporation.

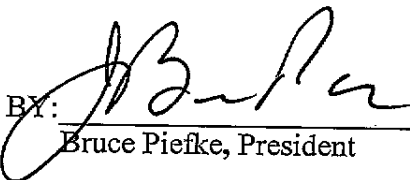
SIXTH: That the executed Agreement and Plan of Merger is attached hereto as Exhibit "A" and is on file at the principal office of the surviving corporation, the address of which is:

1117 Perimeter Center West
Suite W101
Atlanta, Georgia 30338

SEVENTH: That a copy of the Agreement and Plan of Merger will be provided by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

IN WITNESS WHEREOF, TEAMLINK.COM, INC., a Florida corporation and TEAMLINK, INC., a Georgia corporation have caused these Articles of Merger to be signed effective as of the 16TH day of August, 2000.

TEAMLINK.COM, INC.

BY: 
Bruce Piefke, President

TEAMLINK, INC.

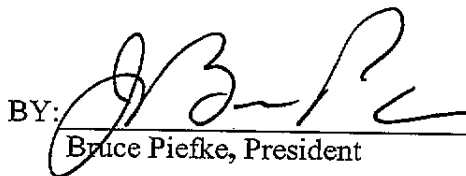
BY: 
Bruce Piefke, President

Exhibit A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made this 16th day of August, 2000, by and between TeamLink.com, Inc., a Florida corporation (hereinafter referred to as "TeamLink") and TeamLink, Inc., a Georgia corporation (hereinafter referred to as "the Company").

WHEREAS, the parties deem it advisable and generally to the advantage and welfare of the respective parties that the parties merge, pursuant to the applicable corporate laws, and that the Company shall be the surviving entity (the "Merger");

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, the sufficiency of which is hereby acknowledged, it is agreed by and between the parties hereto as follows:

1. **MERGER.** Subject to the terms and conditions of this Agreement, Articles of Merger will be filed with the Secretary of State of the State of Georgia and the Secretary of State of Florida. The date and time that the Articles of Merger are filed with the Georgia Secretary of State and the Merger thereby becomes effective will be referred to in this Agreement as the "Effective Time." Subject to the terms and conditions of this Agreement and the Articles of Merger, TeamLink will be merged with and into the Company in a statutory merger pursuant to the Articles of Merger and in accordance with applicable provisions of Georgia law.

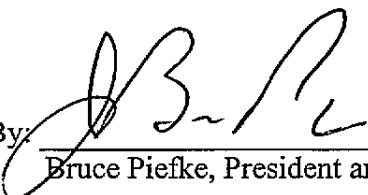
At the Effective Time, each share of common stock of TeamLink in existence immediately prior to the Effective Time will, by virtue of the Merger and without further action on the part of the Company, be converted into and become one share of common stock of the Company as the surviving corporation. At the Effective Time, each share of common stock of the Company in existence immediately prior to the Effective Time will remain outstanding.

2. **FRACTIONAL SHARES.** No fractional shares of the Company's common stock will be issued in connection with the Merger.

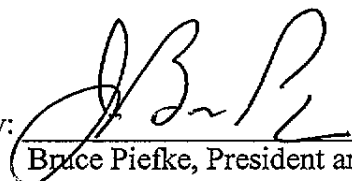
3. **EFFECTS OF THE MERGER.** At the Effective Time: (a) the separate existence of TeamLink will cease, TeamLink will be merged with and into the Company, and the Company will be the surviving corporation pursuant to the terms of the Articles of Merger; (b) the Articles of Incorporation and Bylaws of the Company will be the Articles of Incorporation and Bylaws of the surviving corporation; (c) the directors of the Company in effect at the Effective Time will be the directors of the Company as the surviving corporation, and the officers of the Company will be the officers of the Company as the surviving corporation; (d) all capital stock in TeamLink outstanding immediately prior to the Effective Time will be converted as provided in Section 1; and (e) the Merger will, at and after the Effective Time, have all of the effects provided by applicable law.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement and Plan of Merger this 16th day of August, 2000.

TEAMLINK.COM, INC.

By: 
Bruce Piefke, President and Chief Executive Officer

TEAMLINK, INC.

By: 
Bruce Piefke, President and Chief Executive Officer

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