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MERGER OR SHARE EXCHANGE

RECRUITMAX SOFTWARE, INC.

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ARTICLES OF MERGER
OF
CREATIVE SYSTEM SOLUTIONS, INCORPORATED
(a Florida corporation)
AND
RECRUITMAX SOFTWARE, INC.
(a Delaware corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

In accordance with Section 607.1107 of the Florida Business Corporation Act (the "FBCA"), the domestic business corporation and the foreign business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger (the "Plan") for merging Creative System Solutions, Incorporated, a Florida corporation ("CSSI") with and into Recruitmax Software, Inc., a Delaware corporation ("RSI") as approved by the unanimous written consent of the Board of Directors of CSSI on November 3, 2003, and adopted by unanimous written consent of the Board of Directors of RSI on November 3, 2003.
2. The shareholders of CSSI entitled to vote on the Plan unanimously approved and adopted the Plan by written consent on November 3, 2003, in accordance with Section 607.1103 and 607.0704 of the FBCA.
3. The merger of CSSI with and into RSI is permitted by the laws of the jurisdiction of organization of RSI and has been authorized in compliance with said laws. The date of approval and adoption of the Plan by the shareholders of RSI was November 3, 2003.
4. The effective date of the merger herein provided for shall be the date of the filing of these Articles of Merger with the Florida Department of State.

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Executed on November 4, 2003

CSSI

**CREATIVE SYSTEM SOLUTIONS,
INCORPORATED.**

By: 

Name: Derek Mercer

Title: Chief Executive Officer

RSI

RECRUITMAX SOFTWARE, INC.

By: 

Name: Derek Mercer

Title: Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into as of November 3, 2003, by and between Recruitmax Software, Inc. and Creative System Solutions, Incorporated.

WHEREAS, this Agreement and Plan of Merger has been adopted on November 3, 2003 by resolution of the Board of Directors of Creative System Solutions, Incorporated, a business corporation organized under the laws of the state of Florida ("CSSI") and adopted by resolution of the Board of Directors of Recruitmax Software, Inc., a business corporation organized under the laws of the State of Delaware ("RSI"); and

WHEREAS, the names of the corporations planning to merge are Creative System Solutions, Incorporated and Recruitmax Software, Inc.; and

WHEREAS, The name of the surviving corporation into which Creative System Solutions, Incorporated plans to merge is Recruitmax Software, Inc.

1. Pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and pursuant to the provisions of the Delaware General Corporation Law ("DGCL"), CSSI shall merge (the "Merger") with and into RSI, which shall be the surviving corporation (sometimes referred to herein as the "Surviving Corporation") upon the Effective Time (as hereinafter defined) of the Merger and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the DGCL. The separate existence of CSSI shall cease at the Effective Time in accordance with the provisions of the FBCA. The Surviving Corporation shall possess all the rights, privileges, immunities, powers and purposes of CSSI and RSI, and shall by operation of law assume and be liable for all the liabilities and obligations of both CSSI and RSI.

2. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Time"); and RSI shall continue its existence as the Surviving Corporation thereafter pursuant to the provisions of the DGCL.

3. Upon the Effective Time, all of the estate, property, rights, privileges, powers and franchises of the CSSI shall vest in and be held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by CSSI in its name, and the Surviving Corporation shall assume all of the obligations of CSSI.

4. Each share of common stock of CSSI issued and outstanding immediately prior to the Merger, shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into 26,917.058 shares of common stock of RSI, \$0.001 par value per share (the "RSI Common Stock"); provided that RSI shall not be required to issue fractional shares of RSI Common Stock and any resulting fractional shares shall be rounded to the nearest whole share. Each share of the capital stock of RSI issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding, shall be canceled and retired and shall cease to exist.

5. The certificate of incorporation of RSI at the Effective Time shall be the certificate of incorporation of the Surviving Corporation, which certificate of incorporation may be amended after the Effective Time as set forth therein or in its bylaws or pursuant to the DGCL.

6. The bylaws of RSI at the Effective Time shall continue to be the bylaws of the Surviving Corporation, which bylaws may be amended after the Effective Time as set forth therein or in its certificate of incorporation or pursuant to the DGCL.

7. From and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the officers and directors of RSI at the Effective Time shall continue to be the officers and directors of the Surviving Corporation.

8. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of CSSI and RSI for their approval or rejection in the manner prescribed by the provisions of the FBCA and the DGCL.

9. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders of CSSI entitled to vote in the manner prescribed by the provisions of the FBCA, and in the event that the Merger shall have been duly approved by the stockholders of RSI in the manner prescribed by the provisions of the DGCL, each of CSSI and RSI hereby stipulate that they will cause to be executed and filed and/or recorded with the appropriate government agency any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

9. The Board of Directors and the proper officers of CSSI and RSI, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger herein provided for.

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IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger
as of the date first written above.

CSSI

CREATIVE SYSTEM SOLUTIONS,
INCORPORATED.

By: 

Name: Derek Mercer

Title: Chief Executive Officer

RSI

RECRUITMAX SOFTWARE, INC.

By: 

Name: Derek Mercer

Title: Chief Executive Officer