

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Outsource International of America Inc
(Corporation Name) (Document #) 400002098834--7
-02/26/97--01089--005
*****70.00
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time Asap

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS FEB. 2 1 1997

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OUTSOURCE INTERNATIONAL, INC., AN ILLINOIS CORPORATION NOT
QUALIFIED IN FLORIDA.

INTO

OUTSOURCE INTERNATIONAL OF AMERICA, INC., a Florida corporation,
P97000014802.

File date: February 21, 1997

Corporate Specialist: Nancy Hendricks

**ARTICLES OF MERGER BETWEEN
OUTSOURCE INTERNATIONAL, INC.
AND
OUTSOURCE INTERNATIONAL OF AMERICA, INC.**

FILED
97 FEB 21 AM 10:59
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, **OUTSOURCE INTERNATIONAL, INC.**, an Illinois corporation ("OSI") (sometimes hereinafter referred to as the "Merging Corporation"), and **OUTSOURCE INTERNATIONAL OF AMERICA, INC.**, a Florida corporation (the "Surviving Corporation") hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger"), in accordance with an Agreement and Plan of Merger and Reorganization.

ARTICLE I

The Agreement and Plan of Merger and Reorganization (the "Plan") effecting the Merger of the Merging Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A" and is hereby made a part of these Articles of Merger.

ARTICLE II

The Effective Date of the Merger shall be February 21, 1997.

ARTICLE III

The Agreement and Plan of Merger and Reorganization was adopted by the Board of Directors and Shareholders of OSI on February 18, 1997, and by the Board of Directors of the Surviving Corporation on February 18, 1997. Approval by the shareholders of the Surviving Corporation is not required under the Act.

IN WITNESS WHEREOF, the undersigned has executed this document as of the 18 day of February, 1997.

**OUTSOURCE INTERNATIONAL
OF AMERICA, INC.,**
a Florida corporation

By: _____

Name: Paul M. Burrell
Title: President

OUTSOURCE INTERNATIONAL, INC.,
an Illinois corporation

By: _____

Name: Paul M. Burrell
Title: President

EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER AND REORGANIZATION
OF
OUTSOURCE INTERNATIONAL, INC.,
— an Illinois corporation,
WITH AND INTO
OUTSOURCE INTERNATIONAL OF AMERICA, INC.,
a Florida corporation**

THIS AGREEMENT and Plan of Merger and Reorganization ("Agreement") is made this 18 day of February, 1997, by and between OUTSOURCE INTERNATIONAL, INC., an Illinois corporation ("OSI"), and OUTSOURCE INTERNATIONAL OF AMERICA, INC., a Florida corporation ("OSIA" or the "Surviving Corporation"). OSI and the Surviving Corporation are sometimes hereinafter referred to as the "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, the Illinois Business Corporation Act of 1983, as amended ("Illinois Law"), authorizes the merger of a corporation organized under Illinois Law into a corporation organized under the laws of another state, and the Florida Business Corporation Act ("Florida Law") authorizes the merger of a corporation organized under the laws of another state into a corporation organized under Florida Law;

WHEREAS, OSI, a corporation duly organized and existing under Illinois Law, is authorized to issue 20,000,000 shares of common stock, at no par value ("OSI Common Stock");

WHEREAS, OSIA, a corporation duly organized and existing under Florida Law, is authorized to issue 10,000 shares of common stock, at \$.01 par value per share ("OSIA Common Stock"); and

WHEREAS, the Directors and the shareholders of OSI and the Board of Directors of OSIA have determined that it is advisable that OSI be merged with and into OSIA and have approved such merger on the terms and conditions hereinafter set forth in accordance with the applicable provisions of Illinois Law and Florida Law;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, and other good and valuable consideration, the receipt and adequacy of which hereby are acknowledged, OSI and OSIA have agreed and hereby agree as follows:

I.
MERGER

Pursuant to the applicable provisions of Florida Law and Illinois Law, upon the "Effective Time" (as hereinafter defined), OSI shall be merged with and into OSIA (the "Merger").

II.
SURVIVING CORPORATION

The name of the Surviving Corporation of the Merger shall continue to be "OutSource International of America, Inc." and it shall continue to be governed by Florida Law.

III.
MANNER AND BASIS OF CONVERTING SHARES

At the Effective Time, each nine thousand (9,000) issued and outstanding shares of OSI Common Stock shall be converted into one (1) share of OSIA Common Stock.

By virtue of the Merger, all shares of Common Stock of the Surviving Corporation issued by virtue of the conversion shall be fully paid and non-assessable shares of the Common Stock of the Surviving Corporation.

IV.
ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Merger shall remain unchanged and shall continue to be its Articles of Incorporation and Bylaws after the Merger, until further amended in the manner provided by Florida Law.

V.
EFFECT OF MERGER

Upon the effectiveness of the Merger, the separate existence of OSI shall cease, except to the extent provided by Illinois Law in the case of a corporation after its merger into another corporation. After the Merger, the officers and directors of the Surviving Corporation shall be those persons holding such offices in OSIA immediately preceding the Merger. The Surviving Corporation shall, without any further action, possess all of the rights, privileges, powers, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations. All property, real, personal, and mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and each and every other interest of or belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation, without further act or deed. Neither the rights of creditors nor any liens

upon the property of either of the Constituent Corporations shall be impaired by the Merger.

After the Merger, the Surviving Corporation shall be responsible and liable for all of the duties, liabilities and obligations of each of the Constituent Corporations. The Surviving Corporation may be served with process through the Secretary of State of Illinois in any proceeding for enforcement of any obligation of the Constituent Corporations as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger. The address to which a copy of such process shall be mailed by the Illinois Secretary of State is 1144 East Newport Center Drive, Deerfield Beach, Florida 33442, until the Surviving Corporation shall have hereafter designated in writing to the Illinois Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Illinois Secretary of State duplicate copies of such process, one of which the Illinois Secretary of State shall forthwith send by registered mail to the Surviving Corporation at the above address.

VI.

EFFECTIVE DATE AND ABANDONMENT OF MERGER

Articles of Merger shall be filed and recorded in accordance with Illinois Law and Florida Law. The Merger shall become effective on February 21, 1997 (the "Effective Time"). Notwithstanding any other provisions hereof, this Agreement and the Merger contemplated hereby may, at any time prior to the issuance of the Certificate of Merger by the Secretary of State of Illinois, be terminated and abandoned pursuant to action taken by the Board of Directors of OSI or OSIA.

VII.

TAX ASPECTS OF PLAN

This Agreement and Plan of Merger and Reorganization has been designed to qualify as a reorganization pursuant to both Sections 368(a)(1) and 368(f) of the Internal Revenue Code of 1986, as amended (the "Code") and as such should not result in the recognition of gain or loss under the Code to either OSI or the Surviving Corporation or their shareholders, respectively, and should preserve to the maximum extent permitted by law the carryover of tax attributes.

IN WITNESS WHEREOF, the undersigned has signed this Agreement and Plan of Merger and Reorganization as of the day and year first above written.

OUTSOURCE INTERNATIONAL, INC.,
an Illinois corporation

By: 

Paul M. Burrell, President

OUTSOURCE INTERNATIONAL OF
AMERICA, INC., a Florida corporation

By: 

Paul M. Burrell, President