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**MERGER OR SHARE EXCHANGE
GEVITY HR, INC**

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Page Count	08-29
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EXAMINER

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Division of Corporations
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**MERGER OR SHARE EXCHANGE
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TRANSMISSION VERIFICATION REPORT

ARTICLES OF MERGER
OF GEVITY HR XI, LLC, STAFF LEASING, LLC, and GEVITY XIV, LLC
INTO
GEVITY HR, INC., a Florida corporation

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The limited liability companies listed below (the "Merging Parties") shall merge with and into Gevity HR, Inc., a corporation organized and existing under the laws of the state of Florida, (hereafter designated the "Surviving Corporation"). The Merging Parties are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Gevity HR XI, LLC 9000 Town Center Parkway Bradenton, FL 34202	NM	Limited Liability Co.

FEI Number: 65-1059817

2. Staff Leasing, LLC 9000 Town Center Parkway Bradenton, FL 34202	DE	Limited Liability Co.
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Florida Document Number: M01000000177

FEI Number: 65-1059815

3. Gevity XIV, LLC 9000 Town Center Parkway Bradenton, FL 34202	DE	Limited Liability Co.
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Florida Document Number: M01000001979

FEI Number: 65-1099392

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SECOND: The exact name and jurisdiction of the Surviving Corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gevity HR, Inc. 9000 Town Center Parkway Bradenton, FL 34202	FL	Corporation.

Florida Document Number: P97000018934

FEI Number: 65-0735612

THIRD: The attached Plan of Merger (the "Plan") meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes. The Plan was adopted by the Board of Directors of the Surviving Corporation on December 21st, 2009 and unanimously approved by its sole shareholder on December 21st, 2009 in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The total authorized capital stock of the Surviving Corporation shall be 1,000 shares all of which are of a par value of \$.01 each, and all of which are of the same class.

FIFTH: The Plan was approved by the sole member of each Merging Party on December 21st, 2009 in accordance with the respective laws of all applicable jurisdictions.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any party to the merger. Pursuant to Chapter 53, Article 19 of New Mexico Statutes Annotated 1978 of the New Mexico Limited Liability Company Act, concurrent with the filing of these Articles of Merger by the Surviving Corporation, the Surviving Corporation hereby irrevocably appoints the Secretary of State of New Mexico as its registered agent to accept service of process in any proceeding on behalf of Gevity HR XI, LLC affected in New Mexico. The name and address for forwarding service of process is:

Gevity HR, Inc.
9000 Town Center Parkway
Bradenton, FL 34202
Attention: Legal Department

Gevity HR XI, LLC filed its articles of organization in NM on December 27, 2000.

SEVENTH: The merger shall become effective as of: 12:01 AM, January 1, 2010.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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IN WITNESS WHEREOF, each of the undersigned parties has caused the Certificate of Merger to be executed as of the 21st day of December, 2009.

<u>Name of Entity</u>	<u>Typed or Printed Name of Individual</u>	<u>Signature(s)</u>
Gevity HR XI, LLC	Gevity HR, Inc., its Sole Member	By: <u>[Signature]</u> Burton M. Goldfield, President and CEO
Staff Leasing, LLC	Gevity HR, Inc., its Sole Member	By: <u>[Signature]</u> Burton M. Goldfield, President and CEO
Gevity XIV, LLC	Gevity HR, Inc., its Sole Member	By: <u>[Signature]</u> Burton M. Goldfield, President and CEO
Gevity HR, Inc.	Burton M. Goldfield	By: <u>[Signature]</u> Burton Goldfield, President and CEO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, (the "Agreement") dated December 21st, 2009 which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

WITNESSETH:

WHEREAS, the limited liability companies which are parties to this Agreement are duly organized and existing under the laws of their respective jurisdictions;

WHEREAS, Gevity HR, Inc. is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, each of the parties hereto have agreed that the limited liability companies shall merge with and into Gevity HR, Inc., upon the terms and subject to the conditions and in the manner set forth in this Plan in accordance with the applicable laws of their respective jurisdictions;

NOW, THEREFORE, in consideration of the mutual covenants contained in this Plan and in order to consummate the transactions described above, each of the parties hereto agrees as follows:

FIRST: The limited liability companies listed below (the "Merging Parties") shall merge with and into Gevity HR, Inc., a corporation organized and existing under the laws of the state of Florida, (hereafter designated the "Surviving Corporation"). The Merging Parties are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Gevity HR XI, LLC 9000 Town Center Parkway Bradenton, FL 34202	NM
Staff Leasing, LLC 9000 Town Center Parkway Bradenton, FL 34202	DE
Gevity XIV, LLC 9000 Town Center Parkway Bradenton, FL 34202	DE

SECOND: The exact name and jurisdiction of the Surviving Corporation is:

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CLERK OF DISTRICT COURT
JANUARY 1, 2010

Name

Gevity HR, Inc.
9000 Town Center Parkway
Bradenton, FL 34202

Jurisdiction

Florida

THIRD: The terms and conditions of the merger are as follows:

Upon the terms and subject to the conditions set forth herein and in accordance with the Florida Business Corporation Act (the "FBCA"), at the Effective Time specified below, the separate existence of the Merging Parties shall cease and the Surviving Corporation shall continue.

Closing Date: The closing of the merger shall take place at 11:00 AM, Eastern Time on December 31, 2009 at the offices of the Surviving Corporation, 9000 Town Center Parkway, Bradenton, FL, 34202, or at such other time as the parties may agree (the "Closing Date").

Effective Time: Upon the terms and subject to the conditions set forth in this Agreement, on the Closing Date, the parties shall file the articles of merger (the "Articles of Merger") in such form as is required by, and executed in accordance with, the relevant provisions of the FBCA. The merger shall become effective at such date and time as the parties shall agree and specify in the Articles of Merger. The time at which the merger becomes effective is the "Effective Time."

Effects of the Merger:

- 1) At the Effective Time, all the property, rights, privileges, and powers of the Merging Parties shall vest in the Surviving Corporation, and all debts, liabilities, obligations and duties of the Merging Parties shall become the debts, liabilities, obligations and duties of the Surviving Corporation, all as provided under the FBCA.
- 2) The purposes, the registered agent, the address of the registered office and the number of authorized shares of capital stock of the Surviving Corporation shall be as each of the foregoing appears in the Certificate of Incorporation, as amended, on file with the Office of the Secretary of State of Florida on the date hereof.
- 3) The by-laws of the Surviving Corporation in effect on the Effective Date shall be the by-laws of the Surviving Corporation until such time as they are altered, amended or repealed or until new by-laws are adopted as provided therein.
- 4) The persons who constitute the Board of Directors of Gevity HR, Inc. on the Effective Date shall constitute the Board of Directors of the Surviving Corporation; and
- 5) The persons who constitute the officers of Gevity HR, Inc. on the Effective Date shall constitute the officers of the Surviving Corporation.

FOURTH: On the Effective Date, in exchange for the sum of \$1.00, which shall be paid to each Merging Party by the Surviving Corporation, the interests, shares, obligations or other securities of each Merging Party shall be converted into the interests, shares, obligations or other securities of the Surviving Corporation.

FIFTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: Pursuant to Chapter 53, Article 19 of New Mexico Statutes Annotated 1978 of the New Mexico Limited Liability Company Act, concurrent with the filing of these Articles of Merger by the Surviving Corporation, the Surviving Corporation hereby irrevocably appoints the Secretary of State of New Mexico as its registered agent to accept service of process in any proceeding on behalf of Gevity HR XI, LLC, affected in New Mexico. The name and address for forwarding service of process is:

Gevity HR, Inc.
9000 Town Center Parkway
Bradenton, FL 34202
Attention: Legal Department

The Surviving Corporation shall furnish a copy of the Plan of Merger, on request and without cost, to any member of any limited liability company or any person holding an interest in any other entity that is to merge.

The articles of organization of Staff Leasing, LLC (formerly Staff Acquisition, LLC) were filed in Delaware on December 31, 2000, and no application for authority was filed with the New Mexico Public Regulation Commission. The articles of organization of Gevity XIV, LLC, were filed on March 21, 2001, and application for authority with the New Mexico Public Regulation Commission was filed on February 22, 2007.

SIXTH: Other provisions, if any, relating to the merger: The merger shall become effective as of 12:01 AM Eastern Standard Time, January 1, 2010.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

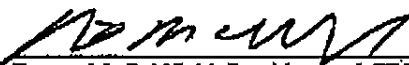
IN WITNESS WHEREOF, the undersigned, acting through their duly authorized representatives, representing all parties to this Agreement on the date first above written, have signed this plan of merger.

GEVITY HR, INC.

By: 
Burton M. Goldfield
President and Chief Executive Officer

GEVITY HR XI, LLC

By: Gevity HR, Inc., sole member


Burton M. Goldfield, President and CEO

STAFF LEASING, LLC

By: Gevity HR, Inc., sole member


Burton M. Goldfield, President and CEO

GEVITY XIV, LLC

By: Gevity HR, Inc., sole member


Burton M. Goldfield, President and CEO

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TALLAHASSEE, FLORIDA

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