

# P97000049933

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October 8, 1999

VIA FEDERAL EXPRESS (Priority Delivery)  
Tracking No.: 814568319347

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL. 32399

FILED  
99 OCT 11 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-10211/99--01100--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: ARTICLES OF MERGER  
WORKFORCE SOLUTIONS, INC./  
BENEFICIAL ADMINISTRATIONS, INC.

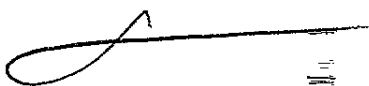
Dear Division of Corporations:

Enclosed please find payment in the amount of \$78.75 together with an original and copy of Articles of Merger. Please file the Articles of Merger and please provide me with a certified copy.

I spoke today with the amendment section and verified that the Agreement and Plan of Merger does not have to be attached (with exhibits it is in excess of 40 pages). Therefore, if there is any problem, please telephone me.

Thank you in advance for your cooperation in this matter.

Very truly yours,

  
Theodore J. Klein,  
Attorney at Law

Enclosures  
cc:enc: Chuck Wallace  
Les Breedlove  
daily1008.4

*Merger*

V. SHEPARD OCT 22 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BENEFICIAL ADMINISTRATORS, INC., a Florida corporation, K44242

INTO

**WORKFORCE SOLUTIONS INC.**, a Florida entity, P97000049933

File date: October 11, 1999

Corporate Specialist: Velma Shepard

PLAN  
AND  
ARTICLES OF MERGER  
OF

FILED  
99 OCT 11 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BENEFICIAL ADMINISTRATORS, INC., a Florida for profit corporation**

**INTO**

**WORKFORCE SOLUTIONS, INC., a Florida for profit corporation.**

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Pursuant to the provisions of the Florida law, Beneficial Administrators, Inc. and WorkForce Solutions, Inc., each being for profit corporations organized and existing under the laws of the State of Florida (hereinafter the "Constituent Corporations"), hereby adopt the following Articles of Merger for the purposes of merging Beneficial Administrators, Inc. with and into WorkForce Solutions, Inc. to form a single surviving corporation, which shall be WorkForce Solutions, Inc. (the "Surviving Corporation"):

**FIRST:** The laws of the State of Florida, under which the Constituent Corporations are organized, permit such a merger.

**SECOND:** The name of the Surviving Corporation is WorkForce Solutions, Inc. and it shall continue to be governed by and organized under the laws of the State of Florida.

**THIRD:** An Agreement and Plan of Merger was entered in to by the Constituent Corporations on August 27, 1999 and the Agreement and Plan of Merger was adopted by all of the directors and all of the stockholders of the Constituent Corporations in the manner prescribed by Florida law. The Agreement and Plan of Merger was adopted by the shareholders and the board of directors of Beneficial Administrators, Inc. on August 27, 1999. The Agreement and Plan of Merger was adopted by the shareholders and the board of directors of WorkForce Solutions, Inc. on September 30, 1999.

**FOURTH:** Pursuant to the Agreement and Plan of Merger, shares of stock in Beneficial Administrators, Inc. will be exchanged so that the stockholders of Beneficial Administrators, Inc. will own, in the aggregate, 40.5% of the issued and outstanding shares of the common stock of WorkForce Solutions, Inc.

**FIFTH:** The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

Respectfully submitted on this 1 day of October, 1999.

Beneficial Administrators, Inc.,  
a Florida corporation

By:   
Charles E. Wallace, Sole Director

WorkForce Solutions, Inc.,  
a Florida corporation

By:   
James L. Breedlove, Sole Director