

P98000011746

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RESUBMIT

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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SHC

MERGER OR SHARE EXCHANGE

ONESOURCE SERVICES CORPORATION

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 3, 2004

ONESOURCE SERVICES CORPORATION
1688 PARKWOOD CIRCLE
STE 400 CORPORATE TOWER
ATLANTA, GA 30339

SUBJECT: ONESOURCE SERVICES CORPORATION
REF: P98000011746

RESUBMIT

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell
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CORPORATION SVC CO

NO. 918 P. 3
H04000023693 3

ARTICLES OF MERGER
OF
ONESOURCE SERVICES CORPORATION
AND
ONESOURCE SERVICES HOLDINGS, INC.

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04 FEB - 2 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging ONESOURCE SERVICES CORPORATION with and into ONESOURCE SERVICES HOLDINGS, INC. as approved by the Board of Directors of ONESOURCE SERVICES HOLDINGS, INC. on January 30, 2004 and adopted at a meeting by the Board of Directors of ONESOURCE SERVICES CORPORATION on January 30, 2004.

2. The merger of ONESOURCE SERVICES CORPORATION with and into ONESOURCE SERVICES HOLDINGS, INC. is permitted by the laws of the jurisdiction of organization of ONESOURCE SERVICES HOLDINGS, INC. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of ONESOURCE SERVICES CORPORATION was January 30, 2004.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of

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FEB. 3. 2004 5:07PM

CORPORATION SVC CO

NO. 918,933 P. 4

Florida shall be upon the filing of the Articles of Merger by the Secretary of State.

Executed on January 30, 2004.

ONESOURCE SERVICES CORPORATION

By: Scott E. Friedlander
Scott E. Friedlander, Vice President.

ONESOURCE SERVICES HOLDINGS, INC.

By: Scott E. Friedlander
Scott E. Friedlander, Vice President

PLAN OF MERGER

- "1. ONESOURCE SERVICES HOLDINGS, INC., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of ONESOURCE SERVICES CORPORATION, which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges ONESOURCE SERVICES CORPORATION into ONESOURCE SERVICES HOLDINGS, INC. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of ONESOURCE SERVICES HOLDINGS, INC.
- "2. The separate existence of ONESOURCE SERVICES CORPORATION shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and ONESOURCE SERVICES HOLDINGS, INC. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
- "3. The issued shares of ONESOURCE SERVICES CORPORATION shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
- "4. The Board of Directors and the proper officers of ONESOURCE SERVICES HOLDINGS, INC. 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 Plan of Merger or of the merger herein provided for."