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NAME: HUMAN RESOURCE MANAGEMENT, INC.

AUDIT NUMBER.....H98000012621

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DIVISION OF CORPORATIONS

Merger
7/8/98
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ARTICLES OF MERGER
Merger Sheet

MERGING:

HRM ACQUISITION CORPORATION, a Florida corporation, P98000056047

INTO

HUMAN RESOURCE MANAGEMENT, INC., a Georgia corporation not qualified
in Florida.

File date: July 8, 1998

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER
MERGING HRM ACQUISITION CORPORATION
INTO HUMAN RESOURCE MANAGEMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 14-2-1105 of the Georgia Business Corporation Code, the undersigned corporations adopt the following Articles of Merger for the purpose of merging HRM ACQUISITION CORPORATION, a Florida corporation, into HUMAN RESOURCE MANAGEMENT, INC., a Georgia corporation.

1. A copy of the Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit "A" and incorporated fully herein by this reference.
2. The Plan was approved and adopted by the shareholders and the Board of Directors of HRM ACQUISITION CORPORATION on the 30th day of June, 1998.
3. The Plan was approved and adopted by the shareholders and the Board of Directors of HUMAN RESOURCE MANAGEMENT, INC., on the 30th day of June, 1998.
4. The merger of HRM ACQUISITION CORPORATION into HUMAN RESOURCE MANAGEMENT, INC., is permitted by the laws of the state of Florida and has been authorized in compliance with said laws.
5. The merger of HRM ACQUISITION CORPORATION into HUMAN RESOURCE MANAGEMENT, INC., is permitted by the laws of the state of Georgia and has been authorized in compliance with said laws.
6. HUMAN RESOURCE MANAGEMENT, INC., hereby undertakes that a request for publication of a notice of filing of these Articles of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Georgia Business Corporation Code.

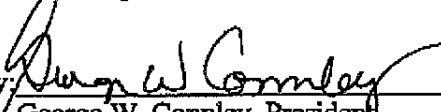
Prepared By:
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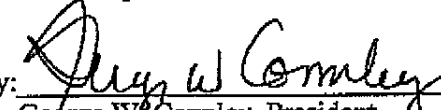
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IN WITNESS WHEREOF, the constituent corporations have executed these Articles of
Merger by and through their respective duly authorized officers as of June 30th, 1998.

HRM ACQUISITION CORPORATION,
a Florida corporation

By: 
George W. Connley, President

HUMAN RESOURCE MANAGEMENT, INC.,
a Florida corporation

By: 
George W. Connley, President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan") is adopted this 30th day of June, 1998, by HUMAN RESOURCE MANAGEMENT, INC., a Georgia corporation (hereinafter referred to alternatively as "Human Resource" or the "Surviving Corporation"), HRM ACQUISITION CORPORATION, a Florida corporation (hereinafter referred to as "HRM"), SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC., a Florida corporation ("SEPE").

WHEREAS, HRM is a wholly-owned subsidiary of SEPE;

WHEREAS, the parties hereto desire that Human Resource and HRM should merge on the terms hereinafter set forth.

NOW, THEREFORE, in consideration of the foregoing premises, the parties hereto hereby agree as follows:

1. The Merger.

(a) Effect of Merger. On the Effective Date (as defined in paragraph 3(a) of this Plan), HRM will be merged with and into Human Resource, pursuant to and in accordance with Section 607.1107 of the Florida Statutes (1997), Section 14-2-1107 of the Georgia Business Corporation Code and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The separate existence of HRM shall thereupon cease, and Human Resource, as the Surviving Corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of HRM, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Statutes (1997) and Section 14-2-1106 of the Georgia Business Corporation Code.

(b) Further Assurances. From time to time as and when requested by Human Resource or its successors or assigns, the officers and directors of HRM last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other actions as shall be necessary to vest or perfect in or to confirm of record or otherwise Human Resource's title to, and possession of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of HRM, and otherwise to carry out the purposes of this Plan.

(c) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Human Resource, as amended and in effect immediately prior to the Effective Date shall, without any amendments, be the Articles of Incorporation and Bylaws of the Surviving Corporation until further amended as provided by law.

(d) Officers and Directors. The officers and directors of Human Resource in office on the Effective Date shall remain the officers and directors of the Surviving Corporation for their remaining term and until their successors are duly appointed and qualify.

2. Treatment of Shares.

(a) Human Resource.

(i) On the Effective Date, each share of Human Resource's common stock issued and outstanding immediately prior to the Effective Date (collectively, "Human Resource Common Stock") will be converted into the right to receive Class A Common Stock of SEPE ("SEPE Common Stock") at a rate of one (1) share of SEPE Common Stock for each one thousand five hundred (1,500) shares of Human Resource Common Stock.

(ii) After the Effective Date, no shares of Human Resource Common Stock will be deemed outstanding or to have any rights other than those set forth above in this paragraph 2(a).

(b) HRM. On the Effective Date, each share of HRM's currently issued and outstanding common stock will, by virtue of the merger and without any action on the part of Human Resource, be converted into one (1) share of common stock of the Surviving Corporation.

(c) Surrender of Certificates. On or after the Effective Date, the holders of Human Resource Common Stock will surrender to the Surviving Corporation the certificates evidencing the Human Resource Common Stock.

(d) Effect of the Merger. As a result of the merger, the Surviving Corporation will be a wholly-owned subsidiary of SEPE.

3. General Provisions.

(a) Effective Date. The merger of HRM into Human Resource will become effective (the "Effective Date") when Articles of Merger have been filed with the Florida Secretary of State and the Georgia Secretary of State pursuant to Section 607.1105 of the Florida Business Corporation Act and Section 14-2-1105 of the Georgia Business Corporation Code.

(b) Choice of Law. This Plan shall be governed by, and construed and enforced in accordance with, the laws of Florida, excluding the laws of Florida relating to the resolution of conflicts among laws of different jurisdictions.

(c) Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the merger abandoned (subject to contractual rights, if any) by the Board of Directors of either constituent corporation, notwithstanding favorable action by the shareholders of the respective constituent corporations.

IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers on the date first written above.

HRM ACQUISITION CORPORATION,
a Florida corporation

By: George W. Connley
George W. Connley, President

HUMAN RESOURCE MANAGEMENT, INC.,
a Georgia corporation

By: George W. Connley
George W. Connley, President

SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC.,
a Florida corporation

By: George W. Connley
George W. Connley, President

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