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NAME: GPS ACQUISITION COMPANY, INC.

AUDIT NUMBER.....H98000013970

DOC TYPE.....MERGER OR SHARE EXCHANGE

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC., a Florida corporation,
document number H81112

INTO

GPS ACQUISITION COMPANY, INC. which changed its name to

SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC., a Florida corporation,
P98000059419

File date: July 29, 1998

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER
MERGING SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC.
INTO GPS ACQUISITION COMPANY, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Statutes (1997), the undersigned corporations adopt the following Articles of Merger for the purpose of merging SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC., a Florida corporation, into GPS ACQUISITION COMPANY, INC. a Florida corporation.

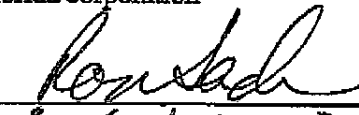
1. A copy of the Plan of Merger (the "Plan") is attached hereto as Exhibit "A" and incorporated fully herein by this reference.
2. The Plan was approved and adopted by the shareholders and Board of Directors of SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC., on the 10th day of July, 1998.
3. The Plan was approved and adopted by the shareholders and Board of Directors of GPS ACQUISITION COMPANY, INC., on the 10th day of July, 1998.

IN WITNESS WHEREOF, the constituent corporations have executed these Articles of Merger by and through their respective duly authorized officers as of July 10th, 1998.

SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC.,
a Florida corporation

By: 
George W. Connley, President

GPS ACQUISITION COMPANY, INC.,
a Florida corporation

By: 
Ron Sanders, President

Craig E. Behrenfeld, Esq.
Fl. Bar.No. 0964750
601 Bayshore Blvd., Suite 700
Tampa, FL 33606
(813) 253-2020

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EXHIBIT A

PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is adopted this 10th day of July, by GPS ACQUISITION COMPANY, INC., a Florida corporation (hereinafter referred to alternatively as "Newco" or the "Surviving Corporation"), GLOBAL PERSONNEL SERVICES, INC., a Colorado corporation (hereinafter referred to as "Global"), and SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC., a Florida corporation (hereinafter referred to as "SEPE").

WHEREAS, Newco is a wholly-owned subsidiary of Global;

WHEREAS, the parties hereto desire that Newco and SEPE 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), SEPE will be merged with and into Newco, pursuant to and in accordance with Section 607.1101 of the Florida Statutes (1997) and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The separate existence of SEPE shall thereupon cease, and Newco, as the Surviving Corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of SEPE, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Statutes (1997).

(b) Articles of Incorporation and Bylaws.

(i) The Articles of Incorporation of Newco as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation until

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further amended as provided by law; provided, however, that Article I of the Articles of Amendment of Newco is hereby amended to read in its entirety as set forth below:

"ARTICLE I
Name

The name of this Corporation is: Southeastern Professional Employers, Inc."

(ii) The Bylaws of SEPE as in effect immediately prior to the effective date shall be the Bylaws of the Surviving Corporation, until further amended as provided by law.

(c) Officers and Directors. The officers and directors of SEPE in office on the Effective Date shall be the officers and directors of the Surviving Corporation for their remaining terms and until their successors are duly appointed and qualified.

2. Treatment of Shares.

(a) SEPE

(i) On the Effective Date, each share of SEPE's Class A Common Stock and Class B Common Stock issued and outstanding immediately prior to the Effective Date (collectively, the "Shares") will be converted into the right to receive (x) an amount of cash equal to \$12,450,000 divided by the total number of Shares, (y) subordinated indebtedness of Global in an amount equal to \$2,490,000 divided by the total number of Shares and (z) a number of shares of Buyer's Series A-4 Convertible Preferred Stock determined by dividing 1,686,154 shares of such stock by the total number of shares. Notwithstanding the foregoing, any shareholder of SEPE shall have the right to elect to receive all cash consideration in exchange for his shares, in which case the consideration received by the other shareholders of SEPE will be adjusted accordingly.

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

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(b) Newco. On the Effective Date, each share of Newco's currently issued and outstanding common stock will remain outstanding and shall represent shares of issued and outstanding common stock of the Surviving Corporation.

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

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

3. General Provisions.

(a) Effective Date. The merger of SEPE into Southeastern will become effective at 12:01 a.m. on July 29, 1998.

(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.

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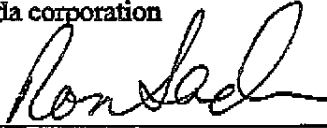
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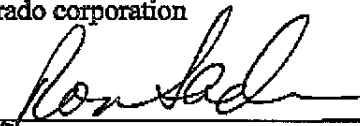
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IN WITNESS WHEREOF, the corporate parties hereto have caused this Plan of Merger to be signed by their duly authorized officers on the date first written above.

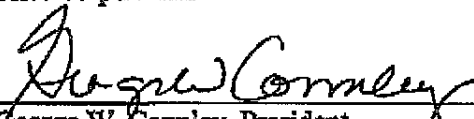
GPS ACQUISITION COMPANY, INC.
a Florida corporation

By: 
Ron Saunders, President

GLOBAL PERSONNEL SERVICES, INC.,
a Colorado corporation

By: 
Ron Saunders, President

SOUTHEASTERN PROFESSIONAL EMPLOYERS, INC.,
a Florida corporation

By: 
George W. Connley, President

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