

P98000096227

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December 28, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 31 AM 11:24
MORRIS J. "MO" BROOKS
OF COUNSEL

EFFECTIVE DATE
1/1/2002

PLEASE REFERENCE
OUR FILE NUMBER
ON ALL CORRESPONDENCE

VIA FEDERAL EXPRESS PRIORITY DELIVERY

Division of Corporations

409 East Gaines Street

Tallahassee, FL 32399

RE: Amfinity/General Representation
Our File No.: 2410-001

500004745745--7
-01/02/02--01003--004
****175.00 ****175.00

Dear Sir or Madame:

Enclosed please find the Articles of Merger for Amfinity H.R. Solutions, Inc.; Global Employee Leasing, Inc.; Global Employee Management, Inc.; Global Employee Resources, Inc.; and Global Staff Leasing, Inc. along with a check for \$175.00 for the filing fees. Please file the articles with your office.

Very truly yours,

LEO AND ASSOCIATES

Todd W. Burkett

By: Todd W. Burkett

TWB/al

Enclosures

c:\wp51\abby\client\amfinity\2410-001.772

Merger

V SHEPARD JAN 10 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GLOBAL EMPLOYEE LEASING, INC., a Florida corporation, P95000030055

GLOBAL EMPLOYEE MANAGEMENT, INC., a Florida corporation,
P98000096207

GLOBAL EMPLOYEE RESOURCES, INC., a Florida corporation,
P98000096220

GLOBAL STAFF LEASING, INC., a Florida corporation, P96000075432

INTO

AMFINITY H.R. SOLUTIONS, INC., a Florida entity, P98000096227.

File date: December 31, 2001 , effective January 1, 2002

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
(Profit Corporations)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 DEC 31 AM 11:24

EFFECTIVE DATE

1/1/2002 E

The following articles of merger are submitted in accordance with Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Amfinity H.R. Solutions, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Global Employee Leasing, Inc.

Florida

Global Employee Management, Inc.

Florida

Global Employee Resources, Inc.

Florida

Global Staff Leasing, Inc.

Florida

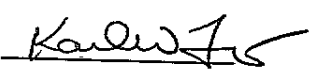
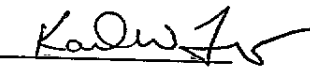
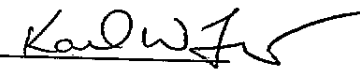
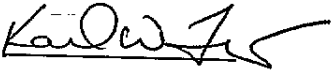
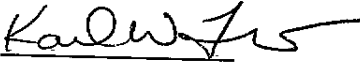
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective upon 1/1/2002 (or, if later, the actual date of filing of the Articles of Merger).

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 2001.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporations of December 28, 2001.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Amfinity H.R. Solutions, Inc.		Karl W. Leo, Secretary
Global Employee Leasing, Inc.		Karl W. Leo, Secretary
Global Employee Management, Inc.		Karl W. Leo, Secretary
Global Employee Resources, Inc.		Karl W. Leo, Secretary
Global Staff Leasing, Inc.		Karl W. Leo, Secretary

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Amfinity H.R. Solutions, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Global Employee Leasing, Inc.	Florida
Global Employee Management, Inc.	Florida
Global Employee Resources, Inc.	Florida
Global Staff Leasing, Inc.	Florida

Third: The terms and conditions of the merger are as follows: The purpose of this merger is to consolidate the surviving and merging corporations into a single corporation in order to simplify tax and other regulatory burdens for the entities. The merger shall be deemed to take place in two steps: first, Global Employee Management, Inc., Global Employee Resources, Inc., and Global Staff Leasing, Inc., shall be merged into their parent corporation, Global Employee Leasing, Inc., which is their sole shareholder. Immediately after this occurs, Global Employee Leasing, Inc., shall be merged into its wholly owned subsidiary, Amfinity H.R. Solutions, Inc. The merger shall be effective on January 1, 2002 (or, if later, the actual date of filing of the Articles of Merger).

Fourth: The manner and basis of converting the shares of each corporation into shares of the surviving corporation or any other corporation are as follows:

All existing shares of stock of Amfinity H.R. Solutions, Inc., shall be cancelled upon the completion of the merger. The one thousand, three hundred and thirty-three (1,333) shares of stock of Global Employee Leasing, Inc. currently issued and outstanding shall be deemed converted into one thousand (1000) shares of stock of Amfinity H.R. Solutions, Inc., and Amfinity H.R. Solutions, Inc., shall issue to its sole shareholder Amfinity Business Solutions, Inc., new share certificates in the name of Amfinity H.R. Solutions, Inc. and in the appropriate amounts upon surrender of the current share certificates of Global Employee Leasing, Inc. Since all shares of Global Employee Management, Inc., Global Employee Resources, Inc., and Global Staff Leasing, Inc. are owned by Global Employee Leasing, Inc. (which merging into Amfinity H.R. Solutions, Inc.), no new shares of stock need to be issued by Amfinity H.R. Solutions, Inc. on account of these entities to reflect the ownership interests of the stockholders of these corporations after the effective date of the merger, and all current stock certificates of these entities shall be cancelled upon the completion of the merger.