

P990000005042

JOHN B. SMITH  
2050 SPECTRUM BLVD.  
FORT LAUDERDALE, FLORIDA 33309

(305) 938-7710

Please reply to:  
John B. Smith  
25 Spoonbill Road  
Manalapan, FL 33462  
561-547-5835

MJH

9/7

August 31, 2001

Michelle Hodges  
Document Specialist  
Division of Corporations  
Registration Section  
409 E. Gaines Street  
Tallahassee, FL 32399

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-08/03/01--01077--014  
\*\*\*210.00 \*\*\*\*\*68.75

RE: DBM Payroll Services, L. C.

Dear Ms. Hodges:

Per your attached letter I am enclosing the following:

Reinstatement Form for the above

Check for \$250.00

Articles of Merger of DBM Payroll Services, L.C. into Applied Programming  
Solutions, Inc. (2 copies)

Please file the above and return a certified copy of the Articles of Merger. You have my  
check for \$68.75 for the merger filing. Thank you.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 SEP - 7 PM 3:50

FILED

Survivor P990000005042

Yours truly,

*John B. Smith*

John B. Smith

Encls.(3)

merging L96000000424



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 15, 2001

JOHN B. SMITH, ESQ.  
2050 SPECTRUM BLVD.  
FORT LAUDERDALE, FL 33309

SUBJECT: APPLIED PROGRAMMING SOLUTIONS, INC.  
Ref. Number: P99000005042

We have received your document for APPLIED PROGRAMMING SOLUTIONS, INC. and your check(s) totaling \$68.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

All parties to the merger must be active on our records, however, DBM PAYROLL SERVICES, L.C. is inactive due to failure to file the 1999 Annual Report, therefore, you must reinstate the company before the merger can be filed with our office. The reinstatement fee is \$250.00 and the form is attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 801A00046662

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DBM PAYROLL SERVICES, L.C., L96000000424, a Florida Limited Liability  
Company

,

INTO

**APPLIED PROGRAMMING SOLUTIONS, INC.**, a Florida entity, P99000005042

File date: September 7, 2001

Corporate Specialist: Michelle Hodges

**ARTICLES OF MERGER  
OF  
DBM PAYROLL SERVICES, L.C.  
INTO  
APPLIED PROGRAMMING SOLUTIONS, INC.**

The following Articles of Merger are being submitted in accordance with Sections 607.1108 and 607.1109 of the Florida Business Corporation Act ("FBCA"), and Section 608.438 of the Florida Limited Liability Company Act ("FLLCA").

**FIRST:** The exact name, street address of its principal office and jurisdiction of each merging party is as follows:

1. DBM Payroll Services, L.C.  
A Florida Limited Liability Company  
1900 NW Corporate Blvd., East Bldg., Suite 300  
Boca Raton, Florida 33341

Document/Registration Number: L96000000424  
FEI Number: 65-0659481

2. Applied Programming Solutions, Inc.  
A Florida Corporation  
1900 NW Corporate Blvd., East Bldg., Suite 302  
Boca Raton, Florida 33341

Florida Document/Registration Number: P99000005042  
FEI Number: 65-0884405

FILED  
01 SEP -7 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** The exact name, street address of its principal office and jurisdiction of the surviving party is as follows:

Applied Programming Solutions, Inc  
A Florida corporation  
1900 NW Corporate Blvd., East Bldg., Suite 302  
Boca Raton, Florida 33341

Florida Document/Registration Number: P99000005042  
FEI Number: 65-0884405

THIRD: The Plan of Merger, including the terms and conditions of the merger and the basis of converting the shares of the corporation and the interests of the members of the limited liability company into shares of the surviving corporation is as follows:

1. DBM Payroll Services, L.C. shall be merged with and into Applied Programming Solutions, Inc. and Applied Programming Solutions, Inc. shall be the surviving corporation.
2. The Certificate of Incorporation and By-Laws, and the current Directors and officers of Applied Programming Solutions, Inc. shall remain in effect and in office, and shall govern the surviving corporation to this merger.
3. All shares of Applied Programming Solutions, Inc. issued and outstanding prior to the effective date of this merger shall remain issued and outstanding on and after the effective date of this merger, and no new shares shall be issued as a result of this merger.
4. The member interests in DBM Payroll Services, L.C. shall be represented by the issued and outstanding shares of Applied Programming Solutions, Inc. owned by the members of DBM Payroll Services, Inc. on the effective date of this merger and no cash, property or new shares of Applied Programming Solutions, Inc. shall be issued in exchange for the member interests in DBM Payroll Services, L.C.
5. This merger shall become effective as of 11:59 p.m. on the date these Articles of Merger are filed with the Secretary of State of Florida.

FOURTH: The Plan of Merger set forth herein complies with the requirements of Section 607.1108 of the FBCA and Section 608.438 of the FLLCA.

FIFTH: The Plan of Merger set forth herein was approved: (1) by Applied Programming Solutions, Inc. in accordance with the applicable provisions of Chapter 607 of the FBCA and, (2) by DBM Payroll Services, L.C. in accordance with the applicable provisions of Chapter 608 of the FLLCA.

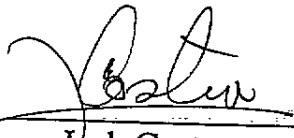
SIXTH: The merger shall have the effects set forth in Sections 607.11101 of the FBCA and Section 608.4383 of the FLLCA.


SEVENTH: The merger shall become effective as of 11:59 p.m. on the date on which these Articles of Merger are filed with the Secretary of State of Florida.

EIGHTH: SIGNATURE FOR EACH PARTY:

Applied Programming Solutions, Inc.  
A Florida corporation

DBM Payroll Services, L.C.  
A Florida Limited Liability Company

By:   
\_\_\_\_\_  
Jack Castro  
President

By:   
\_\_\_\_\_  
Donald Goldstein  
Member

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