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FAX NO.

P. 01/08

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
SOUTHEAST PERSONNEL SERVICES, INC.

FILED
02 DEC 20 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

Handwritten signatures and date 12/20/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

BAR GROUP, INC., a Florida corporation, document number P98000028572

INTO

SOUTHEAST PERSONNEL SERVICES, INC., a Florida entity, P99000037105

File date: December 20, 2002, effective January 1, 2003

Corporate Specialist: Karen Gibson

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FAX NO.

P. 02/08

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ARTICLES OF MERGER
OF
BAR GROUP, INC.
INTO
SOUTHEAST PERSONNEL SERVICES, INC.

FILED
02 DEC 20 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNDER SECTION 607.1105 OF THE
FLORIDA STATUTES

EFFECTIVE DATE
1-1-03

Pursuant to the provisions of Section 607.1105 of the *Florida Statutes*, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are **SOUTHEAST PERSONNEL SERVICES, INC.**, a Florida corporation, and **BAR GROUP, INC.**, a Florida corporation. The surviving corporation is **SOUTHEAST PERSONNEL SERVICES, INC.**, and is to be governed by the laws of the State of Florida

SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by this reference in its entirety.

THIRD: The Agreement and Plan of Merger was duly adopted pursuant to a written action and consent by the directors and the sole shareholder of **SOUTHEAST PERSONNEL SERVICES, INC.**, as of the 16th day of December, 2002, which was sufficient for approval, and was also duly adopted pursuant to a written action and consent by the sole director and shareholder of **BAR GROUP, INC.**, as of the 16th day of December, 2002, which was sufficient for approval.

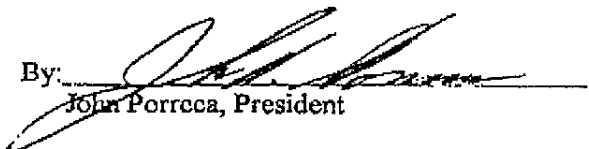
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FOURTH: The Merger shall become effective on January 1, 2003 in accordance with the Florida Business Corporation Act.

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers to be effective the 1st day of January, 2003.

**SOUTHEAST PERSONNEL SERVICES,
INC.,** a Florida corporation

By: 
John Porreca, President

BAR GROUP, INC., a Florida corporation

By: 
John Porreca, President

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated this 16 day of December, 2002, is made and entered into by and between **BAR GROUP, INC.**, a Florida corporation ("BAR GROUP"), and **SOUTH EAST PERSONNEL SERVICES, INC.**, a Florida corporation (the "**SURVIVING CORPORATION**"). **BAR GROUP** and the **SURVIVING CORPORATION** are sometimes referred to herein as the "Constituent Corporations."

WITNESSETH:

WHEREAS, BAR GROUP is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 100 shares of Common Stock, par value \$1.00.

WHEREAS, the SURVIVING CORPORATION is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 7,500 shares of Common Stock, par value \$1.00.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its shareholder that **BAR GROUP** be merged into the **SURVIVING CORPORATION** which shall be the surviving corporation and that the name of the surviving corporation will be "**SOUTH EAST PERSONNEL SERVICES, INC.**"

NOW, THEREFORE, the Constituent Corporations hereby agree that **BAR GROUP** shall be merged with and into the **SURVIVING CORPORATION** in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger:

ARTICLE I**The Constituent Corporations**

The names of the Constituent Corporations to the merger are **SOUTH EAST PERSONNEL SERVICES, INC.** (Florida Charter No. P99000037105) and **BAR GROUP, INC.** (Florida Charter No. P98000028572).

ARTICLE II**The Merger**

On the Effective Date, as hereinafter defined, **BAR GROUP** shall be merged with and into the **SURVIVING CORPORATION** (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of *Florida Statutes* Chapter 607 (the "Florida Law").

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ARTICLE III
Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article VIII hereof, the Constituent Corporations shall be a single corporation, which shall be the **SURVIVING CORPORATION**. From and after such filing, the separate existence of **BAR GROUP** shall cease, while the corporate existence of the **SURVIVING CORPORATION** shall continue unaffected and unimpaired. The **SURVIVING CORPORATION** shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Law. The **SURVIVING CORPORATION** shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the **SURVIVING CORPORATION** without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The **SURVIVING CORPORATION** shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the **SURVIVING CORPORATION** may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

ARTICLE IV
Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the **SURVIVING CORPORATION** shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

Persons currently serving as the Directors and Officers of the **SURVIVING CORPORATION** shall continue to hold such positions after the Effective Date hereof.

ARTICLE V
Treatment of Shares of Constituent Corporations

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Plan of Merger:

(a) Each share of the Common Stock of the **SURVIVING CORPORATION** outstanding immediately prior to the Effective Date of the Merger shall, without any action on the part of the holder thereof, continue to be outstanding with no adjustment as a result of the Merger.

(b) With the exception noted below, each share of the Common Stock of **BAR GROUP** issued and outstanding immediately prior to the Effective Date of the Merger shall, by

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virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be canceled.

ARTICLE VI
Surrender of Certificates

Each record holder of an outstanding certificate or certificates which represent shares of **BAR GROUP** Common Stock immediately prior to the Merger shall surrender such certificate or certificates pursuant to this Agreement and Plan of Merger.

ARTICLE VII
Further Assurance

If at any time after the Effective Date the **SURVIVING CORPORATION** shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the **SURVIVING CORPORATION**, according to the terms hereof, the title to any property or rights of the Constituent Corporation, the last acting officers and Directors of the Constituent Corporation, as the case may be, or the corresponding officers and Directors of the **SURVIVING CORPORATION** shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the **SURVIVING CORPORATION**, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VIII
Approval by Shareholders

This Plan of Merger shall be approved by the respective Board of Directors of each Constituent Corporation and submitted to the respective Shareholder(s) of each Constituent Corporation for approval, unless such approval is not otherwise required, as provided by the Florida Law on or before the 31st day of December, 2002. If duly adopted by the requisite vote of such Shareholders if so required, Articles of Merger meeting the requirements of Florida Law shall be filed immediately in the appropriate office in Florida.

ARTICLE IX
Effective Date

The merger of **BAR GROUP** into the **SURVIVING CORPORATION** shall become effective on January 1, 2003 in accordance with Florida Law. The date on which such merger shall become effective is herein called the "Effective Date."

ARTICLE X
Covenants of SOUTH EAST

BAR GROUP covenants and agrees that: (a) it will not further amend its articles of incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

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ARTICLE XI
Covenants of the Surviving Corporation

The **SURVIVING CORPORATION** covenants and agrees that: (a) it will not further amend its articles of incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE XII
Termination

Notwithstanding anything contained herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

**SOUTHEAST PERSONNEL SERVICES,
INC., a Florida corporation**

By: 

John A. Porreca, President

"SURVIVING CORPORATION"

BAR GROUP, INC., a Florida corporation

By: 

John A. Porreca, President

"BAR GROUP"

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