

Aug-19-99 09:04am

From-BAKER&HOSTETLER,LLP

T-698 P.02/02 F-022

S34775

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000020689 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)922-4000

From: Account Name : BAKER & HOSTETLER LLP  
Account Number : I19990000077  
Phone : (407)649-4043  
Fax Number : (407)841-0168

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 AUG 18 PM 4:23

FILED

MERGER OR SHARE EXCHANGE

CBIZ ACQUISITION 2 CORP.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

Merger

<https://ccfssl.dos.state.fl.us/scripts/efilcovr.exe>

8/18/99

08-19-99

DC

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

COMPETITIVE TECHNOLOGIES INTERNATIONAL, INC., a Florida corporation,  
S34775

INTO

**CBIZ ACQUISITION 2 CORP.**, an Ohio corporation not qualified in Florida

File date: August 18, 1999

Corporate Specialist: Darlene Connell

**BAKER  
&  
HOSTETLER** LLP  
COUNSELLORS AT LAW

SunTrust Center • Suite 2300 • 200 South Orange Avenue • Orlando, Florida 32801 • (407) 649-4000 • Fax (407) 841-0168

DATE: August 18, 1999

**PLEASE DELIVER THE FOLLOWING PAGES TO:**

NAME: Florida Department of State  
Division of Corporations

FAX NUMBER: (850) 922-4000

COMMENT: Re: Audit Number H99000020689 8

FROM: Jeffrey E. Decker, Esquire  
(407) 649-4017

CHARGE TO: 37707/99022 (Client/Matter Number)

RECEIVED  
99 AUG 18 PM 3:11  
DIVISION OF CORPORATIONS

We are transmitting 6 page(s), including this cover letter. If transmission is not complete, please call Lori L. Colaiuta at (407) 649-3923.

ORIGINALS WILL: ☐ Follow via mail  
☐ Follow via overnight express  
☐ Not be sent



**THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW.**

If the reader of this message is not the intended recipient or the employee or agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone (collect), and return the original message to us at the above address via the U.S. Postal Service. Thank you.

Audit Number: H99000020689 8

FILED  
99 AUG 18 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
ARTICLES OF MERGER  
OF  
COMPETITIVE TECHNOLOGIES INTERNATIONAL, INC.  
(a Florida corporation)  
INTO  
CBIZ ACQUISITION 2 CORP.  
(an Ohio corporation)

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger. The name of the surviving corporation, upon the effective date of merger, will be CBIZ Acquisition 2 Corp., an Ohio corporation.

ADOPTION OF AGREEMENT

On the 18th day of August, 1999, the Board of Directors of COMPETITIVE TECHNOLOGIES INTERNATIONAL, INC., a Florida corporation, adopted the Agreement and Plan of Merger and recommended such Agreement and Plan of Merger to the shareholders of COMPETITIVE TECHNOLOGIES INTERNATIONAL, INC., for approval, and on the 18th day of August, 1999, such shareholders adopted the Agreement and Plan of Merger pursuant to Sections 607.1101 and 607.1103, Florida Statutes. On the 18th day of August, 1999, the Board of Directors of CBIZ ACQUISITION 2 CORP., an Ohio corporation, adopted the Agreement and Plan of Merger and recommended such Agreement and Plan of Merger to the sole shareholder of CBIZ ACQUISITION 2 CORP., for approval, and on the 18th day of August, 1999, such sole shareholder adopted the Agreement and Plan of Merger pursuant to Section 1701.781 of the Ohio Revised Code

PLAN OF MERGER

The plan of merger is as set forth in the Agreement and Plan of Merger attached hereto as

Exhibit A.

Audit Number: H99000020689 8

Jeffrey E. Decker, Esq.  
Baker & Hostetler LLP  
Post Office Box 112  
Orlando, Florida 32802  
200 S. Orange Avenue  
Suite 2300  
Orlando, Florida 32801  
(407)649-4017

Audit Number: H99000020689 8

**EFFECTIVE DATE**

The merger of the undersigned corporations will become effective as of the date of filing of these  
Articles of Merger

Dated: August 18<sup>th</sup> 1999.

ATTEST:

COMPETITIVE TECHNOLOGIES  
INTERNATIONAL, INC.,  
a Florida corporation

By: Maria T. Mogollon-Stemper  
Maria T. Mogollon-Stemper, Vice President  
*EMC*

Sheila M. M. M. M.  
Name: Sheila M. M. M. M.  
Title: Executive Assistant

(SEAL)

ATTEST.

CBIZ ACQUISITION 2 CORP.,  
an Ohio corporation

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

(SEAL)

By: \_\_\_\_\_  
Jerome P. Grisko, Jr., Vice President

Audit Number: H99000020689 8

Aug-18-99 02:37pm From-BAKER&HOSTETLER,LLP

4078410168

T-678 P.04/06 F-999

Audit Number: H99000020689 8

### EFFECTIVE DATE

The merger of the undersigned corporations will become effective as of the date of filing of these Articles of Merger.

Dated: August 18, 1999

ATTEST:

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

(SEAL)

COMPETITIVE TECHNOLOGIES  
INTERNATIONAL, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Maria T. Mogollon-Seerner, Vice President

ATTEST:

\_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

(SEAL)

CBIZ ACQUISITION 2 CORP.,  
an Ohio corporation

By: Jerome P. Grisko, Jr.  
Jerome P. Grisko, Jr., Vice President

Audit Number: H99000020689 8

Audit Number: H99000020689 8

**EXHIBIT A**

**1. PLAN OF MERGER**

The following Plan of Merger involves the merger of Competitive Technologies International, Inc., a Florida corporation, with and into CBIZ Acquisition 2 Corp., an Ohio corporation and a wholly-owned subsidiary of Century Business Services, Inc., a Delaware corporation.

a. **The Merger.** On the terms and subject to the conditions of the Agreement and Plan of Merger dated as of August 18, 1999 (the "Merger Agreement"), at the Effective Time (as defined below), Competitive Technologies International, Inc. ("Company") shall be merged with and into CBIZ Acquisition 2 Corp. ("CBIZ") (the "Merger") and the separate existence of the Company shall cease, all in accordance with the provisions of the laws of the State of Florida and the State of Ohio. CBIZ shall be the surviving corporation in the Merger and is sometimes hereinafter called the "Surviving Corporation."

b. **Effective Time.** The Merger will be consummated by filing Articles or Certificates of Merger with the Secretary of State of Florida and the Secretary State of Ohio in such form as appropriate for filing. The Merger shall become effective at such date and time (the "Effective Time") as a Certificate of Merger is filed with the Secretary of State (or other appropriate authority) of the State of Ohio (the "Merger Filing"). The Merger Filing shall be made simultaneously with or as soon as practicable after the execution and delivery of the Merger Agreement.

c. **Articles of Incorporation, By-laws and Board of Directors of Surviving Corporation.**  
At the Effective Time:

- i. the Articles of Incorporation of CBIZ then in effect shall be the Articles of Incorporation of the Surviving Corporation.
- ii. the By-laws of CBIZ then in effect shall be the By-laws of the Surviving Corporation;
- iii. the Board of Directors of the Surviving Corporation shall consist of Keith W Reeves;
- iv. the officers of the Surviving Corporation shall be as follows:

Keith W Reeves, President  
Charles D. Hamm, Executive Vice President  
Jocelyn A. Bradford, Treasurer  
Barbara A. Rutigliano, Secretary

d. **Effect of Merger.** At the Effective Time, the effect of the Merger shall be as provided in the laws of the State of Florida and the State of Ohio. Except as herein specifically set forth, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of CBIZ shall continue unaffected and unimpaired by the Merger and the corporate franchises, existences and rights of the Company shall be merged with and into CBIZ, and CBIZ as the Surviving Corporation, shall be fully vested therewith. At the Effective Time, the separate existence of the Company shall cease and, in accordance with the terms of the Merger

Audit Number: H99000020689 8

Audit Number: H99000020689 8

Agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public, as well as of a private nature, and all property, real, personal and mixed, and all and every other interest belonging to or due to the Company and without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Company and CBIZ and the title to any real estate, or interest therein, whether by deed or otherwise, under of the laws of the States of Florida and Ohio, respectively, vested in the Companies and CBIZ, shall not revert or be in any way impaired by the Merger.

e. Surviving Corporation. CBIZ Acquisition 2 Corp. of Ohio is the survivor.

f. Transfer of Property, Rights, Etc. All of the property, rights, privileges, leases and patents of the Company are to be transferred to and become the property of CBIZ, the survivor. The officers and board of directors of the above named corporation are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

g. Officers and Directors. The officers and board of directors of CBIZ shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

h. Exchange of Shares The outstanding shares of the Company shall be exchanged for shares of Century Business Services, Inc. ("Century") and cash as set forth below

## 2. CONVERSION OF STOCK

Manner of Conversion. The manner of converting the shares of outstanding capital stock of the Company into shares of Century common stock, par value \$.01 per share ("Century Stock") shall be as follows:

- i. As of the Effective Time, 219 shares of common stock, \$1.00 par value, of Company ("Company Stock"), constituting all of the issued and outstanding shares of Company Stock immediately prior to the Effective Time, by virtue of the Merger, and without any action on the part of the holder thereof, shall be automatically converted into the right to receive cash in the amount of \$1,200,740 and 185,322 shares of Century Stock; plus up to an additional \$702,885 in cash and 67,980 shares of Century Stock (the "Holdback") pursuant to the earn-out formula set forth on Exhibit B attached to the Merger Agreement, all in accordance with the Merger Agreement.
- ii. Immediately following the Closing Date, the Company Stock will be canceled, and each share of the Company held in the treasury of Company will automatically be canceled and retired without any conversion thereof or consideration therefor.
- iii. Each share of CBIZ stock issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall continue to be owned by Century immediately after the Effective Time.

G:\jed3322\37707 (Century)\CTT\Exhibit A (Plan of Merger).doc

Audit Number: H99000020689 8