

Document Number Only

V00490

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Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

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****175.00 ****175.00

Corporate Services Group Holdings

FILED
98 DEC 31 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC-1 / UCC-3 |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of F.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Merger

VS JAN 4 1999

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING:

REGENCY STAFFING, INC., a Florida corporation, V00490
LEAFSTONE, INC., a New York corporation, F98000000360
CORESTAFF ACQUISITION SUB #6, INC., a Delaware corporation,
F96000005297
CORESTAFF ACQUISITION SUB. #5, INC., a Colorado corporation not qualified
in Florida

INTO

CORPORATE SERVICES GROUP HOLDINGS, INC., a Delaware corporation
not qualified in Florida.

File date: December 31, 1998

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER
OF
REGENCY STAFFING, INC., LEAFSTONE, INC.,
CORESTAFF ACQUISITION SUB. #5, INC. AND
CORESTAFF ACQUISITION SUB. #6, INC.
WITH AND INTO
CORPORATE SERVICES GROUP HOLDINGS, INC.**

FILED
98 DEC 31 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 31, 1998

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned hereby certify as follows that:

FIRST: The names and states of incorporation of the constituent corporations are as follows: **Corporate Services Group Holdings, Inc.**, a Delaware corporation, **REGENCY STAFFING, INC.**, a Florida corporation, **LEAFSTONE, INC.**, a New York corporation, **CORESTAFF ACQUISITION SUB. #5, INC.**, a Colorado corporation, and **CORESTAFF ACQUISITION SUB. #6, INC.**, a Delaware corporation.

SECOND: The name of the surviving corporation is Corporate Services Group Holdings, Inc. (the "Surviving Corporation") and its name shall remain the same.

THIRD: The plan of merger (attached hereto as Exhibit A) between the constituent corporations was adopted by the shareholders of each domestic constituent corporation in accordance with the applicable provisions of Chapter 620 of the Florida Business Corporation Act on December 31, 1998.

FOURTH: The plan of merger between the constituent corporations was adopted by the shareholders of each foreign constituent corporation in accordance with the applicable provisions of the states under which they are incorporated, and this merger is permitted by such laws.

FIFTH: The address of the Surviving Corporation is as follows: 4400 Post Oak Parkway, Suite 2220, Houston, Texas, 77027.

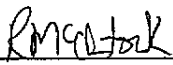
SIXTH: The Surviving Corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the right of dissenting shareholders of each domestic corporation that is a party to the merger.

SEVENTH: The Surviving Corporation agrees to promptly pay to the dissenting shareholders of each domestic constituent corporation the amount, if any, which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

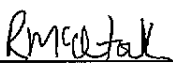
EIGHTH: This Certificate of Merger shall be effective on December 31, 1998.

Executed as of the first date written above.

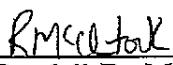
REGENCY STAFFING, INC.


By: Randall D. McClintock
Its: Assistant Treasurer

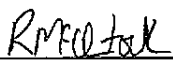
CORPORATE SERVICES GROUP HOLDINGS, INC.


By: Randall D. McClintock
Its: Assistant Treasurer

CORESTAFF ACQUISITION SUB. #5, INC.


By: Randall D. McClintock
Its: Assistant Treasurer

CORESTAFF ACQUISITION SUB.#6, INC.


By: Randall D. McClintock
Its: Assistant Treasurer

LEAFSTONE, INC.



By: Randall D. McClintock
Its: Assistant Treasurer

Exhibit A

PLAN OF MERGER OF LEAFSTONE, INC., REGENCY STAFFING, INC., CORESTAFF ACQUISITION SUB. #5, INC., AND CORESTAFF ACQUISITION SUB. #6, INC. WITH AND INTO CORPORATE SERVICES GROUP HOLDINGS, INC.

THIS PLAN OF MERGER, dated December 31, 1998, (the "Plan of Merger"), by and between Corporate Services Group Holdings, Inc., a Delaware corporation, (the "Surviving Corporation") and its wholly-owned subsidiaries: (1) LEAFSTONE, INC., a New York corporation; (2) REGENCY STAFFING, INC., a Florida corporation; (3) CORESTAFF ACQUISITION SUB. #5, INC., a Colorado corporation; and (4) CORESTAFF ACQUISITION SUB. #6, INC., a Delaware corporation (the "Merged Corporations").

WHEREAS, all of the constituent corporations desire to merge with and into a single corporation with Corporate Services Group Holdings, Inc., as the surviving corporation.

NOW THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST: The names and states of incorporation of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Corporate Services Group Holdings, Inc	Delaware
LEAFSTONE, INC.	New York
REGENCY STAFFING, INC.	Florida
CORESTAFF ACQUISITION SUB. #6, INC.	Delaware
CORESTAFF ACQUISITION SUB. #5, INC.	Colorado

SECOND: Corporate Services Group Holdings, Inc. shall be the surviving corporation and its name shall remain unchanged.

THIRD: The Plan of Merger was duly adopted by the board of directors of each constituent corporation on December 31, 1998.

FOURTH: The Plan of Merger was unanimously approved by the shareholders of each constituent corporation on December 31, 1998.

FIFTH: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Corporation	Designation and No. of shares in each class or series outstanding	Class or Series of shares entitled to vote	Shares entitled to vote as a class or series
Corporate Services Group Holdings, Inc.	1,000 shares of Common Stock	Common Stock	None
REGENCY STAFFING, INC.	1,000 shares of Common Stock	Common Stock	None
CORESTAFF ACQUISITION SUB. #5, INC.	1,000 shares of Common Stock	Common Stock	None
CORESTAFF ACQUISITION SUB. #6, INC.	1,000 shares of Common Stock	Common Stock	None
LEAFSTONE, INC.	90,000 shares of Class A Common Stock. 9,589 shares of Class B Common Stock.	Class A Common Stock	None

SIXTH: Upon the approval, adoption and execution of this Plan of Merger and upon the filing of appropriate Articles of Merger with the appropriate agencies of the states of incorporation of the constituent corporations, the Merged Corporations shall be merged with and into Corporate Services Group Holdings, Inc., with Corporate Services Group Holdings, Inc. remaining as the surviving corporation.

SEVENTH: The certificate of incorporation of Corporate Services Group Holdings, Inc. shall remain unchanged and shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation.

EIGHTH: The manner of converting the outstanding shares of capital stock of each of the Merged Corporations into the shares of the Surviving Corporation shall be as follows: Each share of common stock of the Merged Corporations which shall be outstanding on the effective date of this Agreement shall be retired and vest in the Surviving Corporation.

NINTH: The terms and conditions of the mergers are as follows:

(a) The by-laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

(b) This merger shall become effective on December 31, 1998.

(c) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporations shall be as effectively the property of the Surviving Corporations as they were of the Surviving Corporation and the Merged Corporations respectively. The Merged Corporations hereby agree from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem to be necessary or desirable in order to vest in and confirm to the Surviving Corporations title to and possession of any property of the Merged Corporations acquired or to be acquired by reasons of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Merged Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporations or otherwise to take any and all such action.

(d) All asset transfers hereunder, whether by agreement or by operation of law, are expressly made subject to any and all rights, security interests and liens of (i) Agent and Lenders (as such terms are defined in the Revolving Credit and Security Agreement, dated as of July 8, 1998, between BNY Financial Corporation as agent, the Lenders parties thereto and CORESTAFF SERVICES, INC., CORESTAFF ACQUISITION SUB #5, INC., CORESTAFF SERVICES (CALIFORNIA), INC., LEAFSTONE, INC., REGENCY STAFFING, INC. and CORESTAFF ACQUISITION SUB. #6, INC. (as such agreement has been or may contemporaneously herewith or hereafter be amended from time to time, the "Loan Agreement")) and (ii) BNY International Limited and BNY Financial Limited, as secured party (collectively, "BNY-UK") under that certain General Security Agreement dated as of July 8, 1998 (as may have been or may contemporaneously herewith or hereafter be amended from time to time, the "General Security Agreement") executed by the Obligors (as such term is defined in the General Security Agreement) in favor of BNY-UK, in each case in the transferred assets, whether granted or held pursuant to the Loan Agreement, the Other Documents (as defined in the Loan Agreement), the General Security Agreement or otherwise. The Surviving Corporation hereby consents to, and takes such assets subject to, such rights, security interests and liens of the (i) Agent and Lenders, and (ii) BNY-UK, as the case may be, and agrees to execute and deliver to Agent and/or the Lenders or BNY-UK, as the case may be, from time to time, upon demand, such additional documents as Agent or BNY-UK, as the case may be, may request with respect to the foregoing in order to more fully protect and preserve such rights, security interests and liens of Agent and Lenders and BNY-UK, as the case may be.

TENTH: The address of the constituent corporations is as follows: 4400 Post Oak Parkway, Suite 2220, Houston, Texas, 77027.

IN WITNESS WHEREOF, the undersigned, have caused these presents to be executed by authorized officers of each of the constituent corporations hereto as to the respective act, deed and agreement of each said corporation, as of the date first written above.

CORPORATE SERVICES GROUP HOLDINGS, INC.

By: R McElatak

Its: Assistant Treasurer

LEAFSTONE, INC.

By: R McElatak

Its: Assistant Treasurer

REGENCY STAFFING, INC.

By: R McElatak

Its: Assistant Treasurer

CORESTAFF ACQUISITION SUB. #5, INC.

By: R McElatak

Its: Assistant Treasurer

CORESTAFF ACQUISITION SUB. #6, INC.

By: R McElatak

Its: Assistant Treasurer