

V29998

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DEBBIE TEMPS, INC., an Illinois corporation, not qualified in Florida

INTO

ACCUSTAFF INCORPORATED, a Florida corporation, V29998.

File date: December 30, 1996, effective December 31, 1996

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER

OF

DEBBIE TEMPS, INC.,
an Illinois corporation
and a wholly-owned subsidiary of AccuStaff Incorporated,

WITH AND INTO

ACCUSTAFF INCORPORATED,
a Florida corporation

FILED
96 DEC 30 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-96

The undersigned corporations, pursuant to Section 607.1104 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>NAMES OF CORPORATIONS</u>	<u>STATE/COUNTRY OF INCORPORATION</u>
AccuStaff Incorporated	Florida/USA
Debbie Temps, Inc.	Illinois/USA

The surviving corporation shall be AccuStaff Incorporated.

SECOND: A copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are:

<u>Number of Outstanding Shares of Each Class of Subsidiary Corporation</u>	<u>Number of Outstanding Shares of Each Class Owned by Surviving Corporation</u>
600 shares of common stock	600 shares of common stock

FOURTH: A copy of the Plan of Merger was mailed to each shareholder of record of the subsidiary corporation on December 27, 1996. The sole shareholder of

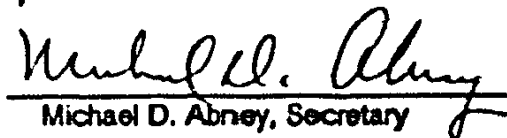
the subsidiary corporation waived the 30 day period described in Florida Business Corporation Act Chapter 607 with respect to filing of the Articles of Merger.

FIFTH: The effective date of the merger shall be 11:59 p.m. eastern time on December 31, 1996.

Signed this 27th day of December, 1996.

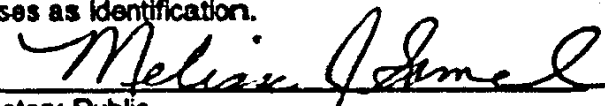
ACCUSTAFF INCORPORATED,
the surviving corporation

By: 
Derek E. Dewan, President

By: 
Michael D. Abney, Secretary

STATE OF FLORIDA)
) SS
COUNTY OF DUVALL)

The foregoing Articles of Merger were acknowledged before me, a Notary Public, on December ____, 1996 by Derek E. Dewan and Michael D. Abney, the president and secretary of AccuStaff Incorporated, a Florida corporation, on behalf of the corporation. Mr. Dewan and Mr. Abney are personally known to me or have produced to me valid Florida drivers licenses as identification.


Notary Public

My Commission expires: April 12, 1998

MELISSA J. SAMEL
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires April 12, 1998
Commission No. CC 363674
Bonded thru Patterson - South Agency

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made and entered into on December 27, 1996 by and between (i) ACCUSTAFF INCORPORATED, a Florida corporation (hereinafter called "AI") and (ii) DEBBIE TEMPS, INC., an Illinois corporation (hereinafter called "DT"), (AI and DT are sometimes called the "Constituent Corporations").

RECITALS:

A. AI owns 100% of the issued and outstanding shares of common stock of DT.

B. The Boards of Directors of AI and DT deem it advisable and in the best interests of the corporations and their respective shareholders to combine the Constituent Corporations by merging DT with and into AI, with AI designated as the surviving corporation.

AGREEMENTS:

In consideration of the recitals and the mutual agreements, covenants and provisions contained in this Plan and Agreement, and for the purpose of prescribing the terms and conditions of such merger, the mode of carrying it into effect, and such other terms, details and provisions as are deemed necessary or proper in connection therewith, AI and DT agree to the following plan of merger:

ARTICLE I

Merger

At the Effective Time (as defined below), DT shall be merged with and into AI, with AI continuing in existence as the surviving corporation, and thereupon the separate existence of DT shall cease.

ARTICLE II

Articles of Incorporation

The Articles of Incorporation of AI in effect at the Effective Time shall be the Articles of Incorporation of the surviving corporation, until amended.

ARTICLE III

Bylaws

The Bylaws of AI in effect at the Effective Time shall be the Bylaws of the surviving corporation, until amended or repealed.

ARTICLE IV

Directors and Officers

The directors and officers of AI in office at the Effective Time shall be the directors and officers of the surviving corporation, until their respective successors are duly elected and qualified or their sooner resignation or removal.

ARTICLE V

Shares of DT

DT is at present and is expected to be at the Effective Time a wholly-owned subsidiary of AI. Accordingly, each share of DT capital stock issued and outstanding at the Effective Time shall be cancelled and extinguished and there shall be no conversion into or issuance of any additional shares of AI's capital stock in connection with the merger. As soon as practicable after the Effective Time, the certificate or certificates representing DT's shares of capital stock shall be surrendered for cancellation. Each share of AI capital stock issued and outstanding at the Effective Time shall remain outstanding and shall not be affected by the merger.

ARTICLE VI

Certain Effects of Merger

At the Effective Time, the merger shall have the effects described in applicable law, including without limitation the following: the separate existence of DT shall cease; title to and possession of all real estate and other property, rights, privileges, powers, franchises and interests owned or held by DT shall be vested in AI, without reversion or impairment; AI shall have all liabilities of DT; any proceeding pending against DT may be continued as if the merger did not occur or the surviving corporation may be substituted in any such proceeding for DT.

ARTICLE VII

Supplementary Action

If at any time after the Effective Time, AI shall consider or be advised that any further conveyances, agreements, documents, instruments and assurances in law or any other things are necessary or desirable to vest, perfect, confirm or record in AI the title to any property, rights, privileges, powers, franchises or interests of DT, or otherwise to carry out the provisions of this Plan and Agreement, the proper directors and officers of DT last in office shall execute and deliver, upon AI's request, any and all conveyances, agreements, documents, instruments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property, rights, privileges, powers, franchises and interests in AI, and otherwise to carry out the provisions of this Plan and Agreement.

ARTICLE VIII

Effective Time

AI shall cause duly executed Articles of Merger to be filed in the offices of the Secretaries of State of the States of Florida and Illinois, as required by applicable law. The merger provided for in this Plan and Agreement shall become effective at 11:59 p.m. eastern time on December 31, 1996 (the "Effective Time").

ARTICLE IX

Dissenter's Rights

AI, as the sole shareholder of DT, has dissenter's rights in connection with the merger and AI is entitled, if it complies with the provisions of Chapter 607 of the Florida General Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of its shares.

ARTICLE X

Termination

At any time prior to the Effective Time, this Plan and Agreement may be terminated by the Constituent Corporations and thereupon this Plan and Agreement shall become void and of no further effect.

ARTICLE XI

Requisite Approval

Pursuant to applicable law, this Plan and Agreement has been approved by resolutions duly adopted by the Boards of Directors of the Constituent Corporations, shareholder approval not being required.

SIGNATURES:

Each of the Constituent Corporations has caused this Plan and Agreement to be signed by its respective officers as of the date set forth in the caption.

ACCUSTAFF INCORPORATED,
a Florida corporation

By: 

Derek E. Dewan, President

DEBBIE TEMPS, INC., an Illinois corporation

By: 

Derek E. Dewan, President