

CT CORPORATION SYSTEM

V40457

CORPORATION(S) NAME

HR Logic of Orlando, Inc.

400003505814--4

12/19/00--01055--010

****350.00 ****350.00

11/10/01

Merger

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|----------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <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 | | |

00 DEC 19 PM 4:39
FILED
TALLAHASSEE, FLORIDA

Name _____ 12/19/00
Availability 12/19/00
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

Order#: 3477861

Ref#: _____

Amount: \$ _____

DIVISION OF CORPORATION

00 DEC 19 PM 12:10

660 East Jefferson Street

Tallahassee, FL 32301

Tel. 850 222 1092

Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HR LOGIC ADMINISTRATIVE SERVICES, INC., a Fla corporation
P93000043205

HR LOGIC ENTERPRISES, INC., a Maryland corporation

HR LOGIC EMPLOYER SYSTEMS, INC., a Maryland corporation

INDEPENDENT CONTRACTOR SYSTEMS, INC., a Maryland corporation

HR LOGIC EAST, INC., a New York corporation

HR LOGIC SERVICES OF NEW YORK, INC., a New York corporation

HR LOGIC NORTHEAST, INC., a New York corporation

HR LOGIC OF NEW MEXICO, INC., a New Mexico corporatio

HR LOGIC UTAH, INC., a Utah corporation

INTO

HR LOGIC OF ORLANDO, INC., a Florida entity, V40457.

File date: December 19, 2000 , Effective January 1, 2001

Corporate Specialist: Annette Ramsey

11101

ARTICLES OF MERGER
OF
HR LOGIC ENTERPRISES, INC.
HR LOGIC EMPLOYER SYSTEMS, INC.
INDEPENDENT CONTRACTOR SYSTEMS, INC.
(Maryland Corporations)
and
HR LOGIC EAST, INC.
HR LOGIC SERVICES OF NEW YORK, INC.
HR LOGIC NORTHEAST, INC.
(New York Corporations)
and
HR LOGIC OF NEW MEXICO, INC.
(a New Mexico Corporation)
and
HR LOGIC ADMINISTRATIVE SERVICES, INC.
(a Florida Corporation)
and
HR LOGIC UTAH, INC.
(a Utah Corporation)
INTO
HR LOGIC OF ORLANDO, INC.
(a Florida Corporation)

FILED
00 DEC 19 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporations herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging HR Logic Enterprises, Inc. ("Enterprises"), HR Logic Employer Systems, Inc. ("Employer"), Independent Contractor Systems, Inc. ("Contractor"), HR Logic East, Inc. ("East"), HR Logic Services of New York, Inc. ("New York"), HR Logic Northeast, Inc. ("Northeast"), HR Logic of New Mexico, Inc. ("New Mexico"), HR Logic Administrative Services, Inc. ("Administrative") and HR Logic Utah, Inc. ("Utah") (Enterprises, Employer, Contractor, East, New York, Northeast, New Mexico, Administrative and Utah collectively referred to as "Constituent Corporations") with and into HR Logic of Orlando, Inc. ("Orlando").

2. The merger of the Constituent Corporations with and into Orlando is permitted by the laws of the jurisdiction of organization of the Constituent Corporations and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of the Constituent Corporations was December 4, 2000.

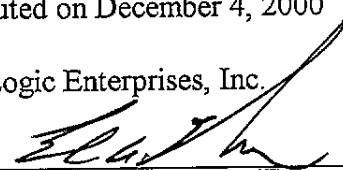
3. The shareholders of Orlando entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 4, 2000 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:02 am (EST) on January 1, 2001.

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Executed on December 4, 2000

HR Logic Enterprises, Inc.

By: 

Name: Edwin A. Neumann

Capacity: CFO, Sr. Vice President -
Finance and Treasurer

Independent Contractor Systems, Inc.

By: 

Name: Edwin A. Neumann

Capacity: CFO, Sr. Vice President -
Finance and Treasurer

HR Logic Services of New York, Inc.

By: 

Name: Edwin A. Neumann

Capacity: CFO, Sr. Vice President -
Finance and Treasurer

HR Logic of New Mexico, Inc.

By: 

Name: Edwin A. Neumann

Capacity: CFO, Sr. Vice President -
Finance and Treasurer

HR Logic Utah, Inc.

By: 

Name: Edwin A. Neumann

Capacity: CFO, Sr. Vice President -
Finance and Treasurer

HR Logic Employer Systems, Inc.

By: 

Name: Edwin A. Neumann

Capacity: CFO, Sr. Vice President -
Finance and Treasurer

HR Logic East, Inc.

By: 

Name: Edwin A. Neumann

Capacity: CFO, Sr. Vice President -
Finance and Treasurer

HR Logic Northeast, Inc.

By: 

Name: Edwin A. Neumann

Capacity: CFO, Sr. Vice President -
Finance and Treasurer

HR Logic Administrative Services, Inc.

By: 

Name: Edwin A. Neumann

Capacity: CFO, Sr. Vice President -
Finance and Treasurer

HR Logic of Orlando, Inc.

By: 

Name: Edwin A. Neumann

Capacity: CFO, Sr. Vice President -
Finance and Treasurer

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made and dated as of December 4, 2000, by and between HR Logic of Orlando, Inc. (the "Corporation"), a Florida corporation and HR Logic Enterprises, Inc. ("Enterprises"), HR Logic Employer Systems, Inc. ("Employer") and Independent Contractor Systems, Inc. ("Contractor"), which are business corporations of the State of Maryland, HR Logic East, Inc. ("East"), HR Logic Services of New York, Inc. ("Services") and HR Logic Northeast, Inc. ("Northeast"), which are business corporations of the State of New York, HR Logic of New Mexico, Inc. ("New Mexico"), a New Mexico corporation, HR Logic Administrative Services, Inc. ("Administrative"), a Florida corporation and HR Logic Utah, Inc. ("Utah"), a Utah corporation (Enterprises, Employer, Contractor, East, Services, Northeast, New Mexico, Administrative and Utah collectively referred to as "Constituent Corporations").

BACKGROUND

The respective Boards of Directors of the Corporation and the Constituent Corporations each have determined that it is desirable and in the best interest of each corporation that the Constituent Corporations be merged into the Corporation in accordance with the provisions of this Plan of Merger and subject to applicable law.

NOW, THEREFORE, in consideration of the mutual agreements and conditions contained herein and intending to be legally bound, the parties hereby agree as follows:

1. Merger.

On the Effective Date (as hereinafter defined), the Constituent Corporations shall be merged with and into the Corporation, and the Corporation shall be the corporation surviving the merger and shall retain its current corporate name (the Corporation is also referred to herein as the Surviving Corporation). On the Effective Date of the merger, the Constituent Corporations shall cease to exist and thereafter their respective properties, business, assets and liabilities shall become the properties, business, assets and liabilities of the Corporation as the surviving corporation, and the Corporation shall continue to exist as a corporation under the laws of the State of Florida.

2. Articles of Incorporation.

The Articles of Incorporation of the Corporation on the Effective Date shall be and remain the Articles of Incorporation of the Surviving Corporation unless and until otherwise amended or modified.

3. Conversion of Stock.

(a) On the Effective Date, each share of Common Stock of the Corporation issued or outstanding immediately prior thereto shall become and be converted into one fully paid and non-assessable share of the Common Stock of the Surviving Corporation. Each stock certificate representing outstanding Common Stock of the Corporation immediately prior to the Effective Date shall on and after the Effective Date be deemed, for all purposes, to represent the same number of full shares of Common Stock of the Surviving Corporation.

(b) On the Effective Date, each share of capital stock of each of the Constituent Corporations outstanding or held in treasury immediately prior thereto shall be canceled.

4. Bylaws.

The Bylaws of the Corporation at the Effective Date shall be and remain the Bylaws of the Surviving Corporation unless and until otherwise amended or modified.

5. Directors and Officers.

The directors and officers of the Corporation immediately prior to the Effective Date shall be and remain the directors and officers of the Surviving Corporation and, subject to the Bylaws of the Surviving Corporation, shall hold office until their respective successors shall have been elected and shall have qualified, subject to removal, resignation or such other change as may otherwise occur.

6. Effective Date.

The merger shall be effective as of January 1, 2001 at 12:02 am (EST) (which date is herein called the "Effective Date").

If any of the mergers of any of the Constituent Corporations into the Surviving Corporation provided for herein are not effective for any reason, the mergers of the remaining Constituent Corporations into the Surviving Corporation shall nevertheless be effective.

7. Amendment.

The Corporation and the Constituent Corporations, by agreement in writing authorized by their respective Boards of Directors, may amend this Plan of Merger at any time before or after approval hereof by the shareholders of either or both of them, but, after any such approval, no amendment shall be made which substantively changes the terms hereof without the further approval of such shareholders.

8. Further Actions.

To carry out this Plan of Merger, upon approval hereof, the President, any Vice President, the Treasurer and the Secretary of the Corporation and the Constituent Corporations, respectively, shall be vested with full authority to perform all such further acts and to execute any and all agreements, papers and documents necessary or proper in order to give effect to and to consummate the merger.

9. Expenses.

All charges and expenses necessarily involved in carrying out this Plan of Merger shall be borne by the party that incurred it.

10. Termination.

This Plan of Merger may be terminated at any time prior to the Effective Date by the mutual agreement of the Board of Directors of the Corporation and the Constituent Corporations.

11. Governing Law.

This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida except to the extent that the Merger is governed by the laws of the States of Maryland, New York, New Mexico and Utah.

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IN WITNESS WHEREOF, intending to be legally bound hereby, the parties hereto have caused this Plan of Merger to be duly executed as of the date first above written.

HR Logic of Orlando, Inc.

By: [Signature]
Print name: Edwin A. Neumann
Print title: CFO, SVP-Finance and Treasurer

HR Logic Employer Systems, Inc.

By: [Signature]
Print name: Edwin A. Neumann
Print title: CFO, SVP-Finance and Treasurer

HR Logic East, Inc.

By: [Signature]
Print name: Edwin A. Neumann
Print title: CFO, SVP-Finance and Treasurer

HR Logic Northeast, Inc.

By: [Signature]
Print name: Edwin A. Neumann
Print title: CFO, SVP-Finance and Treasurer

HR Logic Administrative Services, Inc.

By: [Signature]
Print name: Edwin A. Neumann
Print title: CFO, SVP-Finance and Treasurer

HR Logic Enterprises, Inc.

By: [Signature]
Print name: Edwin A. Neumann
Print title: CFO, SVP-Finance and Treasurer

Independent Contractor Systems, Inc.

By: [Signature]
Print name: Edwin A. Neumann
Print title: CFO, SVP-Finance and Treasurer

HR Logic Services of New York, Inc.

By: [Signature]
Print name: Edwin A. Neumann
Print title: CFO, SVP-Finance and Treasurer

HR Logic of New Mexico, Inc.

By: [Signature]
Print name: Edwin A. Neumann
Print title: CFO, SVP-Finance and Treasurer

HR Logic Utah, Inc.

By: [Signature]
Print name: Edwin A. Neumann
Print title: CFO, SVP-Finance and Treasurer