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G11491

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Tallahassee, FL 32301 222-1092

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CORPORATION(S) NAME

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98 FEB 25 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TISS, Inc. merging into:
Initial Staffing Services, Inc.

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
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EFFECTIVE DATE
FEB 27 1998

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Jon Merger

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DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TTSS, INC., a New York corporation, F95000000331

INTO

INITIAL STAFFING SERVICES, INC., a Florida corporation, G11491.

File date: February 25, 1998 , effective February 27, 1998

Corporate Specialist: Joy Moon-French

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

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98 FEB 25 PM 4:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 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 under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Initial Staffing Services, Inc.	Florida
TTSS, Inc.	New York

EFFECTIVE DATE
FEB 27 1998

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1105 F.S.

FOURTH: The plan of merger is as follows:

PLAN OF MERGER adopted on April 30, 1997 by TTSS, Inc., a business corporation incorporated under the laws of the State of New York, by its Sole Shareholder and its Board of Directors on April 30, 1997, and adopted on April 30, 1997 by Initial Staffing Services, Inc., a business corporation of the State of Florida, by its Sole Shareholder and its Board of Directors on said date.

1. The participating corporations, TTSS, Inc. and Initial Staffing Services, Inc., shall pursuant to the provisions of the laws of the Florida Business Corporation Act and the provisions of the Business Corporation Law of the State of New York, be merged with and into a single corporation, to wit, Initial Staffing Services, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as said Surviving Corporation under the name "Initial Staffing Services, Inc." pursuant to the provisions of the Florida Business Corporation Act of the State of Florida. The separate existence of TTSS, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdiction of its incorporation.

accordance with the provisions of the laws of the jurisdiction of its incorporation.

2. The name under which the Surviving Corporation was formed is Tampa Nurses Incorporated.

3. The name under which the Terminating Corporation was formed is J.S.D. USA Inc.

4. The number of outstanding shares of the Surviving Corporation is 760 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

5. The number of outstanding shares of the Terminating Corporation is 50,000 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

6. Effective as of December 31, 1996, BET Personnel Services Inc., ("BPS") a Delaware Corporation, as sole shareholder of the Terminating Corporation, transferred all of the common stock of the Terminating Corporation to the Surviving Corporation pursuant to an Assignment executed by BPS on December 31, 1996.

7. On January 2, 1997, an Agreement and Plan of Liquidation and Merger was entered into between the Surviving Corporation and the Terminating Corporation, whereby the Terminating Corporation will liquidate its assets into the Surviving Corporation, and such Liquidation and Merger is to be effected as promptly as possible, and in no event later than December 31, 1997.

8. The certificate of incorporation of the Surviving Corporation as now in force and effect shall be the certificate of incorporation of said Surviving Corporation and said certificate of incorporation shall continue in full force and effect until amended or changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

9. The by-laws of the Surviving Corporation upon the effective date of the merger will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

10. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the current Board of Directors and the current officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or

11. Each issued share of the terminating corporation shall, upon the effective date of the merger, be cancelled. The issued shares of the Surviving Corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

12. The merger of the Terminating Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the Terminating Corporation, and the Plan of Merger herein made and adopted shall be submitted to the shareholders of the Surviving Corporation for their adoption or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

13. In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of incorporation of the Terminating Corporation, and in the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

14. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

15. This Plan of Merger may be executed in counterparts.

16. The effective date of the merger herein provided for shall be February 27, 1998.

FIFTH: The effective date of the certificate of merger shall be the 27th day of February, 1998.

SIXTH: The plan of merger was adopted by the Sole Shareholder and by the Board of Directors of TTSS, Inc. on the 30th day of April, 1997, and was adopted by the Sole Shareholder and the Board of Directors of Initial Staffing Services, Inc. on the 30th day of April, 1997.

Signed this 30th day of April, 1997.

INITIAL STAFFING SERVICES, INC.

By: Vincent E. Cook
Vincent E. Cook,
Vice President

TTSS, INC.

By: William J. Sadler
William J. Sadler, President