

Document Number Only

J46369

C. T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

500002396535-8

-01/12/98-01017-025

***1085.00 ***1085.00

FILED
97 DEC 19 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

Modis, Inc.

EFFECTIVE DATE
12/31/97

merging:

31 Companies into Modis Inc.

500002396535-8

-01/12/98-01017-025

***1085.00 ***1085.00

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Filing Fee

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☐ Call When Ready

☒ Walk In

☐ Mail Out

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☐ After 4:30

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Name

Availability

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Examiner

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Verifier

Acknowledgment

W.F. Verifier

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J46369

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ZEITECH, INC., a Delaware corporation F96000004356

TSG PROFESSIONAL SERVICES, INC., a New Hampshire corporation P39979
F96000005235

CONTRACT STAFFING GROUP, INC., a South Carolina corporation P33668

HJM CONSULTING, INC., a New York corporation F97000006000

OPENWARE TECHNOLOGIES, INC., a Florida corporation F35065

THE LENCO GROUP, INC., a Massachusetts corporation F96000004296

PROGRAMMING ENTERPRISES, INC., a California corporation F96000003743

THE LENCO PRO, INC., a Massachusetts corporation F93000003464

20 FOREIGN NON QUALIFIED CORPORATIONS

INTO

MODIS, INC., a Florida corporation, J46369.

File date: December 19, 1997 , effective December 31, 1997

Corporate Specialist: Annette Hogan

EFFECTIVE DATE

12/31/97

ARTICLES OF MERGER

OF

THE WHOLLY-OWNED SUBSIDIARY CORPORATIONS LISTED ON EXHIBIT A

INTO

MODIS, INC.

FILED
97 DEC 19 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Modis, Inc. ("Modis") is a corporation organized under the laws of the State of Florida owning 100 percent of the issued and outstanding shares of each of the corporations listed on Exhibit A (the "Subsidiaries"), attached hereto and incorporated herein by reference.

SECOND: The plans of merger attached hereto and incorporated herein as Exhibits B through Q were adopted by the boards of directors of Modis and the Subsidiaries as of the 15th day of December, 1997.

THIRD: Shareholder approval of the merger was not required.

FOURTH: The effective date of the merger is December 31, 1997 at 11:59 p.m.

EST.

Signed as of the 15th day of December, 1997.

MODIS, INC.

By: 
Derek E. Dewan, Vice President

BERRETT TECHALLIANCE CORPORATION
CONTACT RECRUITERS, INC.
CONTRACT STAFFING GROUP, INC.
CUSTOM SOFTWARE SERVICES
DATACORP BUSINESS SYSTEMS, INC.
GOLDFARB-WASSON ASSOCIATES, INC.
GW TEMPORARIES, INC.
HJM CONSULTING, INC.
MGI SERVICES, INC.
OPENWARE TECHNOLOGIES, INC.
OVATION TECHNOLOGIES, INC.
PERSPECTIVE TECHNOLOGY CORPORATION
PREFERRED CONSULTING SERVICES, INC.
PROFESSIONALS FOR COMPUTING, INC.
PROGRAMMING ENTERPRISES, INC.
REALTIME CONSULTING, INC.
RESOURCE SOLUTIONS GROUP, INC.
STAFFWARE, INC.
TECHNICAL SOFTWARE SOLUTIONS, INC.
THE EXPERTS, INC.
THE LENCO GROUP, INC.
THE LENCO PRO, INC.
THE MCKINLEY GROUP, INC.
TSG ACQUISITIONS CORP.
TSG PROFESSIONAL SERVICES
WASSER, INC.
WHY SYSTEMS, INC.
ZEITECH INC.

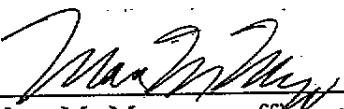
By: 
Marc M. Mayo, an officer of each of the foregoing
corporations, holding the office indicated on Exhibit A

EXHIBIT A

COMPANY NAME	STATE OF INCORPORATION	OFFICE HELD BY MAYO
1. Berrett TechAlliance Corporation ✓	Virginia	Asst. Secretary
2. Contact Recruiters, Inc. ✓	New Hampshire	Asst. Secretary
3. Contract Staffing Group, Inc. ✓	South Carolina	Secretary
4. Custom Software Services ✓	Michigan	Asst. Secretary
5. Datacorp Business Systems, Inc. ✓	Ohio	Asst. Secretary
6. Goldfarb-Wasson Associates, Inc. ✓	California	Asst. Secretary
7. GW Temporaries, Inc. ✓	California	Asst. Secretary
8. HJM Consulting, Inc. ✓	New York	Secretary
9. MGI Services, Inc. ✓	Virginia	Secretary
10. Openware Technologies, Inc. ✓	Florida	Asst. Secretary
11. Ovation Technologies, Inc. ✓	New Hampshire	Asst. Secretary
12. Perspective Technology Corporation ✓	Virginia	Asst. Secretary/ Treasurer
13. Preferred Consulting Services, Inc. ✓	Minnesota	Asst. Secretary/ Treasurer
14. Professionals for Computing, Inc. ✓	California	Secretary
15. Programming Enterprises, Inc. ✓	California	Secretary
16. Realtime Consulting, Inc. ✓	California	Secretary/ Treasurer
17. Resource Solutions Group, Inc. ✓	Michigan	Asst. Secretary/ Treasurer
18. Staffware, Inc. ✓	Texas	Asst. Secretary
19. Technical Software Solutions, Inc. ✓	Maryland	Secretary/ Treasurer
20. The Experts, Inc. ✓	Massachusetts	Asst. Secretary
21. The Lenco Group, Inc. ✓	Massachusetts	Asst. Secretary/ Treasurer
22. The Lenco Pro, Inc. ✓	Massachusetts	Asst. Secretary/ Treasurer
23. The McKinley Group, Inc. ✓	Virginia	Secretary
24. TSG Acquisitions Corp. ✓	Delaware	Asst. Secretary
25. TSG Professional Services ✓	New Hampshire	Secretary
26. Wasser, Inc. ✓	Washington	Asst. Secretary
27. Why Systems, Inc. ✓	Delaware	Secretary
28. Zeitech Inc. ✓	Delaware	Secretary

EXHIBIT B

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: GOLDFARB-WASSON ASSOCIATES, INC., a corporation organized under the laws of the State of California, GW TEMPORARIES, INC., a corporation organized under the laws of the State of California, PROGRAMMING ENTERPRISES, INC., a corporation organized under the laws of the State of California and REALTIME CONSULTING, INC., a corporation organized under the laws of the State of California (referred to herein collectively as the "Merging Corporations"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporations shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporations.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporations is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporations shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT C

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: BERGER IT CO., a corporation organized under the laws of the State of Delaware, TSG ACQUISITIONS CORP., a corporation organized under the laws of the State of Delaware, WHY SYSTEMS, INC., a corporation organized under the laws of the State of Delaware, and ZEITECH, INC., a corporation organized under the laws of the State of Delaware (referred to herein collectively as the "Merging Corporations"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporations shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporations.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporations is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporations shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT D

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: OPENWARE TECHNOLOGIES, INC., a corporation organized under the laws of the State of Florida (the "Merging Corporation"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporation shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporations.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporations is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT E

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: TECHNICAL SOFTWARE SOLUTIONS, INC., a corporation organized under the laws of the State of Maryland (the "Merging Corporation"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporation shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporation.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporation is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT F

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: THE EXPERTS, INC., a corporation organized under the laws of the Commonwealth of Massachusetts, THE LENCO GROUP, INC., a corporation organized under the laws of the Commonwealth of Massachusetts, and THE LENCO PRO, INC., a corporation organized under the laws of the Commonwealth of Massachusetts (referred to herein collectively as the "Merging Corporations"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporations shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporations.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporations is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporations shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT G

PLAN OF MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: CUSTOM SOFTWARE SERVICES, INC., a corporation organized under the laws of the State of Michigan, and RESOURCE SOLUTIONS GROUP, INC., a corporation organized under the laws of the State of Michigan (referred to herein collectively as the "Merging Corporations"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) The designation and number of outstanding shares of each class and series of stock of the constituent corporations is as follows:

<u>Company</u>	<u>Series or Class</u>	<u>Shares Outstanding</u>
Custom Software Services, Inc.	common	1,000
Resource Solutions Group, Inc.	common	100
Modis, Inc.	common	10,000

Each of the foregoing shares is entitled to vote separately but not as a class.

(c) At the effective time of the merger, the Merging Corporations shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporations.

(d) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporations is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporations shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT H

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: PREFERRED CONSULTING SERVICES, INC., a corporation organized under the laws of the State of Minnesota (the "Merging Corporation"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporation shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporation.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporation is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT I

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: CONTACT RECRUITERS, INC., a corporation organized under the laws of the State of New Hampshire, OVATION TECHNOLOGIES, INC., a corporation organized under the laws of the State of New Hampshire, and TSG PROFESSIONAL SERVICES, INC., a corporation organized under the laws of the State of New Hampshire (referred to herein collectively as the "Merging Corporations"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporations shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporations.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporations is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporations shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT J

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: COMPUTER SYSTEMS DEVELOPMENT OF AMERICA, INC., a corporation organized under the laws of the State of New Jersey (the "Merging Corporation"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporation shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporation.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporations is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT K

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: HJM CONSULTING, INC., a corporation organized under the laws of the State of New York (the "Merging Corporation"); and MODIS, INC. f/k/a "Computer Professionals, Inc.," a corporation organized under the laws of the State of Florida ("Modis").

(b) The designation and number of outstanding shares of each class of stock of the Merging Corporation and the number of such shares owned by Modis is as follows:

<u>Shares Outstanding</u>	<u>Designation</u>	<u>Shares owned by Modis</u>
20	Common	20

(c) At the effective time of the merger, the Merging Corporations shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporations.

(d) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporations is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT L

AGREEMENT OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: DATACORP BUSINESS SYSTEMS, INC., a corporation organized under the laws of the State of Ohio (the "Merging Corporation"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) The designation and the number of the outstanding shares of each class of the Merging Corporation and the number owned by Modis is as follows:

<u>Series or Class</u>	<u>Shares Outstanding</u>	<u>Shares Owned by Modis</u>
common voting	500	500

(c) At the effective time of the merger, the Merging Corporation shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporation.

(d) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc." The principal office of the surviving corporation shall be One Independent Drive, Jacksonville, Florida 32202.

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporation is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH The surviving corporation hereby: (a) agrees that it may be served with process in the State of Ohio in any proceeding for the enforcement of any obligation of any domestic corporation party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of the State of Ohio as its agent to accept service of process in any such proceeding and that the post office address to which the Secretary of State may mail a copy of any process that may be served upon him is One Independent Drive, Jacksonville, Florida 32202; and (c) agrees that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Ohio General Corporation Law with respect to the rights of dissenting shareholders.

SEVENTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

EIGHTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

NINTH: This Agreement of Merger shall become effective and enforceable in accordance with its terms upon the adoption of it by each of the constituent corporations.

EXHIBIT M

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: EXECUTIVE'S MONITOR, INC., a corporation organized under the laws of the Commonwealth of Pennsylvania (the "Merging Corporation"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporation shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporation.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporation is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 30, 1997.

EXHIBIT N

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: CONTRACT STAFFING GROUP, INC., a corporation organized under the laws of the State of South Carolina (the "Merging Corporation"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporation shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporation.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporation is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT O

**PLAN OF
MERGER**

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: STAFFWARE, INC., a corporation organized under the laws of the State of Texas (the "Merging Corporation"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporation shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporation.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc." Modis shall be responsible for the payment of the face value of any shares held by a shareholder of the Merging Corporation. Modis shall otherwise assume and be responsible for all debts and other obligations of the Merging Corporation.

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporation is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT P

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: BERRETT TECHALLIANCE CORPORATION, a corporation organized under the laws of the Commonwealth of Virginia, MGI SERVICES, INC., a corporation organized under the laws of the Commonwealth of Virginia, THE MCKINLEY GROUP, INC., a corporation organized under the laws of the Commonwealth of Virginia, and PERSPECTIVE TECHNOLOGY CORPORATION, a corporation organized under the laws of the Commonwealth of Virginia (referred to herein collectively as the "Merging Corporations"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporations shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporations.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporations is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporations shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.

EXHIBIT Q

PLAN OF

MERGER

* * * * *

FIRST: (a) The name of each constituent corporation is as follows: WASSER, INC., a corporation organized under the laws of the State of Washington (the "Merging Corporation"); and MODIS, INC., a corporation organized under the laws of the State of Florida ("Modis").

(b) At the effective time of the merger, the Merging Corporation shall merge into Modis. Modis shall assume the liabilities and obligations of the Merging Corporation.

(c) The surviving corporation shall be Modis and following the merger its name shall be "Modis, Inc."

SECOND: (a) All of the issued and outstanding shares of stock of every class of the Merging Corporation is owned by Modis. Therefore, at the effective time of the merger, all of the issued and outstanding shares of stock of the Merging Corporation shall automatically and by operation of law be cancelled. No shares of stock of Modis or any other consideration shall be issued in exchange therefor.

(b) All of the issued and outstanding shares of stock of Modis shall, at the effective time of the merger, remain issued and outstanding and no consideration shall be issued in respect thereof.

THIRD: The Articles of Incorporation of Modis shall be the Articles of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The bylaws of Modis shall be the bylaws of the corporation surviving the merger.

FIFTH: The directors and officers of Modis shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective at 11:59 p.m. EST on December 31, 1997.