

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

Name of Business Corporation	Total Number of Shares Outstanding	Entitled to Vote as a Class	
		Designation of Class	Number of Shares
RADICAN STAFFING INC.	700	Common	700

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

Name of Business Corporation	Total Voted For	Total Voted Against	Entitled to Vote as a Class		
			Class	Voted For	Voted Against
RADICAN STAFFING INC.	700	0	Common		

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

Number of Shares Outstanding of the Subsidiary Corporation	Designation of Class	Number of Shares of Subsidiary Corporation Owned by Surviving Corporation	Designation of Class

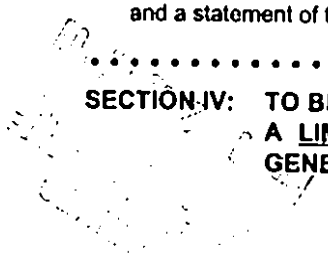
iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on December 31, 2002

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED



- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

RADICAN STAFFING LLC

Print Entity Name

By: James C. Wright President
 Name of person signing James Wright Title of person signing

By: Joseph Devine Treasurer
 Name of person signing Joseph Devine Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, on this 27th day of December, 2002, before me personally appeared James Wright who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: 03/08/05

RADICAN STAFFING INC.

Print Entity Name

By: James C. Wright President
 Name of person signing James Wright Title of person signing

By: Joseph E. Devine Treasurer
 Name of person signing Joseph Devine Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, on this 27th day of December, 2002, before me personally appeared James Wright who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: 03/08/05

PLAN OF MERGER

This Plan of Merger (hereinafter "Plan of Merger") is entered into as of December 31, 2002, by and between Radican Staffing Inc., a Rhode Island corporation ("Inc."), and Radican Staffing LLC, a Rhode Island limited liability company, ("Survivor"), as the surviving corporation.

WHEREAS, the holders of all of the outstanding voting capital stock of Inc., deem it advisable that Inc., be merged with and into Survivor, as the surviving entity, as authorized by the provisions of the General Laws of Rhode Island (1956), as amended (hereinafter "Rhode Island Law"); and

WHEREAS, Survivor, by its Articles of Organization which were filed in the office of the Secretary of State of the State of Rhode Island, on February 3, 2003; and

WHEREAS, Inc., by its Articles of Incorporation which were filed in the office of the Secretary of State of the State of Rhode Island, on May 28, 2002, has an authorized capital stock consisting of 5000 shares of common stock, \$1.00 par value per share, of which 700 shares are issued and outstanding.

NOW, THEREFORE, in accordance with Rhode Island Law, Inc. shall be merged with and into Survivor as follows:

FIRST: As of February 3, 2003 ("Effective Time"), Inc. shall be merged with and into Survivor such that Survivor shall be the surviving corporation.

SECOND: The manner of converting the outstanding shares of the capital stock of Inc. into obligations of the surviving corporation or of any other corporation, or in whole or in part, into cash or other consideration to be paid upon the surrender of each share of each of Inc. shall be as follows:

As of the Effective Time, each issued and outstanding share of common stock of Inc., shall, without any action on the part of the holder thereof, be canceled and be converted into and exchanged for zero (0) membership interests of Survivor.

THIRD: The terms and conditions of the merger provided for herein are as follows:

A. The Articles of Organization of Survivor as in effect at the Effective Time shall be the Articles of Organization of the surviving entity.

B. The Operating Agreement of Survivor as in effect at the Effective Time shall be the Operating Agreement of the surviving entity.

C. The first annual meeting of the members of Survivor held after the Effective Time shall be the annual meeting provided by the Operating Agreement thereof for the year 2003.

D. The officers of Survivor, after the Effective Time, shall be those presently in office.

E. Survivor shall pay all of the expenses incurred by the parties of carrying this Plan of Merger into effect and of accomplishing this merger.

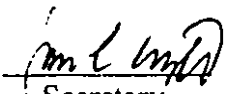
F. This Plan of Merger shall become effective as of the Effective Time upon filing in accordance with Rhode Island Law, as of which time the separate existence of Inc. shall cease, and Inc., shall be merged into Survivor in accordance with the provisions of this Plan of Merger, whereupon Survivor shall possess all of the rights, privileges, powers and franchises of a public as well as a private nature, and be subject to all of the restrictions, disabilities and duties of Inc., and all property, real, personal and mixed and all debts due to Inc., on whatever account, and all other things in action, and all and every other interest of, or belonging to Inc., shall be vested in Survivor; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of Survivor as it was of Inc., and the title to any real estate vested by deed or otherwise in Inc., shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Inc., shall be preserved unimpaired and all debts, liabilities and duties of Inc., shall thenceforth attach to Survivor and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it and, provided further, that the liabilities of Inc., or of its shareholders or officers shall not be affected, nor shall the rights of the creditors thereof, or any person dealing with Inc. be impaired by such a merger and any claim, action or proceeding pending by or against Inc., may be prosecuted to judgment as if such merger had not taken place, or Survivor may be substituted in its place.

FOURTH: If at any time Survivor shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to acquire or to be acquired by this Plan of Merger, the proper officers of Survivor are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law or otherwise and to do all things necessary and proper in the name of Inc., so as to vest, perfect or confirm title to such property in Survivor and otherwise carry out the purposes of this Plan of Merger.

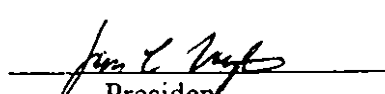
FIFTH: Survivor reserves the right to amend, alter, change or repeal any provision of its Articles of Organization in the manner now or hereafter prescribed by the laws of the State of Rhode Island.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the duly authorized officers of Survivor and Inc. as of the day and year first above written.

Attest:

By: 
Secretary

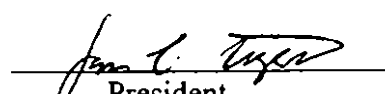
Radican Staffing Inc.

By: 
President

Attest:

By: 
Secretary

Radican Staffing LLC.

By: 
President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

January 21, 2003

TO WHOM IT MAY CONCERN:

Re: **RADICAN STAFFING, INC.**

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours.

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations