

519990

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000033726 3)))



H070000337263ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
 Fax Number : (850) 205-0380

From: Account Name : C T CORPORATION SYSTEM
 Account Number : FCA000000023
 Phone : (850) 222-1092
 Fax Number : (850) 878-5926

ATTN: DARLENE CONNELL

New 1st w/ #6

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 FEB -6 PM 4:26

FILED

RAM

Please backdate

to 2/6/07

Thanks so much!
☺

MERGER OR SHARE EXCHANGE

Robert Half Incorporated

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

RECEIVED

07 FEB -9 AM 8:00

DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

Merge
2-9-07
DC

FILED
 07 FEB -6 PM 4:26
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
 OF
 R-H INTERNATIONAL ADVERTISING FUND, INC.
 (a Florida corporation)
 INTO
 ROBERT HALF INCORPORATED
 (a Florida corporation)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name of the surviving corporation is Robert Half Incorporated, a Florida corporation, and the owner of all of the outstanding shares of the merging corporation.

Second: The name of the merging corporation is R-H International Advertising Fund, Inc., a Florida corporation.


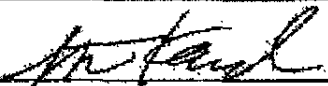
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

Fifth: The merger of R-H International Advertising Fund, Inc. with and into Robert Half Incorporated was adopted by resolutions of the Board of Directors of Robert Half Incorporated approved at a meeting held on January 30, 2007. Shareholder approval of the merger was not required.

Sixth: Approval of the merger of R-H International Advertising Fund, Inc. with and into Robert Half Incorporated by the Board of Directors of the merging corporation was not required. Approval of the merger by the shareholders of the merging corporation was not required.

Seventh: Signatures for each corporation:

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual and Title
R-H International Advertising Fund, Inc.		Name: M. Keith Waddell Title: Senior Vice President
Robert Half Incorporated		Name: Steven Karol Title: Vice President

**PLAN OF MERGER
OF
R-H INTERNATIONAL ADVERTISING FUND, INC.
(a Florida corporation)
INTO
ROBERT HALF INCORPORATED
(a Florida corporation)**

The following plan of merger is submitted in compliance with Section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name of the parent and the surviving corporation is Robert Half Incorporated, a Florida corporation ("Parent"), and Parent is the owner of all of the outstanding shares of R-H International Advertising Fund, Inc., a Florida corporation.

Second: The name of the subsidiary and merging corporation is R-H International Advertising Fund, Inc., a Florida corporation ("Subsidiary").

Third: The terms and conditions of the merger are as follows:

Effective on the date of filing Articles of Merger with the Florida Department of State, the Parent shall merge the Subsidiary into itself and assume all of the liabilities and obligations of the Subsidiary. At such time, the separate corporate existence of the Subsidiary shall cease and the Parent shall continue as the surviving corporation in the merger.

Fourth: Effective upon the merger, each outstanding share of the Subsidiary owned by the Parent immediately prior to the merger shall thereupon cease to be outstanding and shall be cancelled, without any payment being made in respect thereof cancelled. Each outstanding share of the Parent shall remain outstanding following the merger.