

J 46369

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

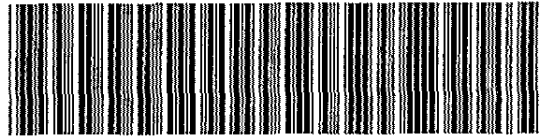
(Business Entity Name)

(Document Number)

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800042984878

EFFECTIVE DATE  
1/1/05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 DEC 20 AM 10:04

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 DEC 20 PM 4:13

RECEIVED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 095716 4351650  
AUTHORIZATION : Patricia Pizuto  
COST LIMIT : \$ 175.00

EFFECTIVE DATE  
1/1/05  
FILED  
04 DEC 20 AM 10:04  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : December 20, 2004  
ORDER TIME : 3:41 PM  
ORDER NO. : 095716-005  
CUSTOMER NO: 4351650

CUSTOMER: Mr. Adam M. Jarchow  
Leboeuf Lamb Greene & Macrae  
Suite 2800  
50 North Laura Street  
Jacksonville, FL 32202-3650

*effective 1-1-05*

ARTICLES OF MERGER

IDEA INTEGRATION OF GEORGIA  
CORP.

INTO

MODIS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 2956

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER

EFFECTIVE DATE  
1/1/05

of

IDEA INTEGRATION OF GEORGIA CORP.  
(a Florida corporation)

P97000104880

IDEA INTEGRATION OF GEORGIA, LP.  
(a Georgia limited partnership)

04 DEC 20 AM 10:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MODIS OF GEORGIA, LP.  
(a Georgia limited partnership)

into

MODIS, INC.  
(a Florida corporation)

J46369

Pursuant to the Florida Business Corporation Act (the "Act"), Sections 607.1105, 607.1107 and 607.1109, Idea Integration of Georgia Corp, a Florida corporation, Idea Integration of Georgia, LP., a Georgia limited partnership, Modis of Georgia, LP., a Georgia limited partnership (collectively, the "Merging Entities") and Modis, Inc. a Florida corporation (the "Surviving Entity"), hereby submit these Articles of Merger.

FIRST, the exact name, street address of its principal office, jurisdiction, and entity type for each of the Merging Entities is as follows:

Idea Integration of Georgia Corp., a Florida corporation with its principal office at One Independent Drive, Jacksonville, Florida 32202, Attention: General Counsel, and its FEI being 593482254, and its Florida Document Number being P97000104880;

Idea Integration of Georgia, LP., a Georgia limited partnership with its principal office at One Independent Drive, Jacksonville, Florida 32202, Attention: General Counsel, and its FEI being 593482812;

Modis of Georgia, LP., a Georgia limited partnership with its principal office at One Independent Drive, Jacksonville, Florida 32202, Attention: General Counsel, and its FEI being 593675911;

SECOND, the exact name of the Surviving Entity is Modis, Inc., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, FL 32202.

THIRD, the Plan of Merger, attached hereto as Exhibit A, meets the requirements of section 607.1108 of the Act, and was approved by each domestic corporation that is a party to the merger in accordance with the Act.

FOURTH, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH, the Surviving Entity has obtained the written consent of its sole shareholder pursuant to 607.1108(5), Florida Statutes.

SIXTH, the merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership that is a party to this merger.

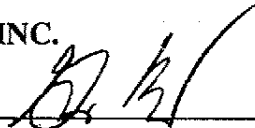
SEVENTH, the merger shall become effective at 12:00 A.M., Eastern Standard Time, on January 1, 2005.

EIGHTH, the Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

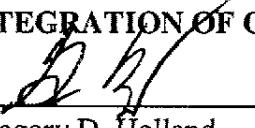
(signatures on the following page)

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by their duly authorized officers as of this 16<sup>th</sup> day of December, 2004.

**MODIS, INC.**

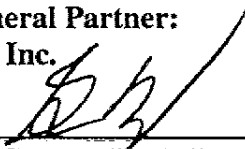
By:   
Gregory D. Holland  
Vice President and Secretary

**IDEA INTEGRATION OF GEORGIA CORP.**

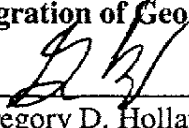
By:   
Gregory D. Holland  
Vice President and Secretary

**IDEA INTEGRATION OF GEORGIA, LP.**

**Its General Partner:  
Modis, Inc.**

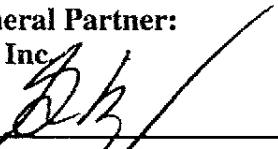
By:   
Gregory D. Holland  
Vice President and Secretary

**Its Limited Partner:  
Idea Integration of Georgia Corp.**


By:   
Gregory D. Holland  
Vice President and Secretary

**MODIS OF GEORGIA, LP.**

**Its General Partner:  
Modis, Inc.**

By:   
Gregory D. Holland  
Vice President and Secretary

**Its Limited Partner:  
Idea Integration of Georgia Corp.**

By:   
Gregory D. Holland  
Vice President and Secretary

**Exhibit A**

**PLAN OF MERGER**

**of**

**IDEA INTEGRATION OF GEORGIA CORP.**  
**(a Florida corporation)**

**IDEA INTEGRATION OF GEORGIA, LP.**  
**(a Georgia limited partnership)**

**MODIS OF GEORGIA, LP.**  
**(a Georgia limited partnership)**

**into**

**MODIS, INC.**  
**(a Florida corporation)**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger" is made and entered into pursuant to the Florida Business Corporation Act (the "Act") Sections 607.1101 and 607.1107, on this 16th day of December 2004 by and between Idea Integration of Georgia Corp., a Florida corporation, Idea Integration of Georgia, LP., a Georgia limited partnership, Modis of Georgia, LP., a Georgia limited partnership (collectively, the "Merging Entities") and Modis, Inc., a Florida corporation (the "Surviving Entity"). Subject to the terms and conditions herein set forth, the Merging Entities shall be merged into Modis, Inc. on January 1, 2005 at 12:00 A.M., Eastern Standard Time (the "Effective Time"). At the Effective Time, the separate existence and organization of the Merging Entities shall cease, and Modis, Inc. shall continue its corporate existence and organization as the surviving entity under the name "Modis, Inc.", and shall continue to be governed by the laws of the State of Florida.

**RECITALS**

WHEREAS, Idea Integration of Georgia Corp., is a Florida corporation, and a wholly owned subsidiary of Modis, Inc.;

WHEREAS, Modis, Inc. is a Florida corporation, and a wholly owned subsidiary of MPS Group, Inc.;

WHEREAS, Idea Integration of Georgia, LP. is a Georgia limited partnership and its sole general partner is Modis Inc., a Florida corporation, and its sole limited partner is Idea Integration of Georgia Corp., a Florida corporation;

WHEREAS, Modis of Georgia, LP. is a Georgia limited partnership and its sole general partner is Modis Inc., a Florida corporation, and its sole limited partner is Idea Integration of Georgia Corp., a Florida corporation; and

WHEREAS, the parties to this Plan of Merger desire to merge Idea Integration of Georgia Corp., Idea Integration of Georgia, LP., and Modis of Georgia, LP with and into Modis, Inc.

NOW THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereto do hereby agree as follows:

## ARTICLE I

### NAMES OF MERGING ENTITIES

The exact name, street address of its principal office, jurisdiction, and entity type for each of the Merging Entities is as follows:

Idea Integration of Georgia Corp., a Florida corporation with its principal office at One Independent Drive, Jacksonville, Florida 32202, Attention: General Counsel, and its FEI being 593482254, and its Florida Document Number being P97000104880;

Idea Integration of Georgia, LP., a Georgia limited partnership with its principal office at One Independent Drive, Jacksonville, Florida 32202, Attention: General Counsel, and its FEI being 593482812;

Modis of Georgia, LP., a Georgia limited partnership with its principal office at One Independent Drive, Jacksonville, Florida 32202, Attention: General Counsel, and its FEI being 593675911;

## ARTICLE II

### NAME OF THE SURVIVING ENTITY

The exact name of the Surviving Entity is Modis, Inc., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, FL 32202.

### TERMS AND CONDITIONS

## ARTICLE III

### SHAREHOLDER APPROVAL

This Agreement and any related matters shall be submitted to Modis, Inc., the sole holder of all of the issued and outstanding capital stock of Idea Integration of Georgia Corp. as well as

the sole general partner of Idea Integration of Georgia, LP and the sole general partner of Modis of Georgia, LP. This Agreement and any related matters shall also be submitted to MPS Group, Inc. the sole holder of all of the issued and outstanding capital stock of Modis, Inc.

#### ARTICLE IV

##### FILING ARTICLES OF MERGER; EFFECTIVE TIME OF THE MERGER

Section 1. Filing Articles of Merger. If this Agreement is adopted by the sole shareholder and the general and limited partners of the Merging Entities and Modis, Inc. and this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger evidencing the transactions contemplated herein shall be filed and recorded in accordance with the Florida Act.

Section 2. Effective Time of Merger. The Merger shall be effective at 12:00 A.M., Eastern Standard Time, on January 1, 2005, or, if later, at the time and on the date at which the Articles of Merger are filed with the Florida Department of State (such date and time being herein referred to as the "Effective Time").

#### ARTICLE V

##### ARTICLES OF ORGANIZATION AND BYLAWS

The Articles of Incorporation and the Bylaws of Modis, Inc. in effect immediately prior to the Effective Time shall be the Articles of Incorporation and the Bylaws of the Surviving Entity, in each case until amended in accordance with applicable law.

#### ARTICLE VI

##### PURPOSES OF SURVIVING ENTITY

The purposes of the Surviving Entity shall be to engage in the activities identified in its Articles of Incorporation and any other activities in which a corporation organized under the Florida Act may engage.

#### ARTICLE VII

##### BOARD OF DIRECTORS

At the Effective Time, the Board of Directors of the Surviving Entity shall consist of those persons serving as directors of record of Modis, Inc. immediately prior to the Effective Time.



## ARTICLE VIII

### CONVERSION OF SHARES

Section 1. Conversion of Merging Entity Shares or Interests: At the Effective Time and by virtue of the Merger and without any action on the part of any of the Merging Entities or Modis, Inc. or the shareholders or partners thereof, each share of Merging Entities stock and each unit of Merging Entities partnership interests outstanding immediately before the Effective Time shall be cancelled and shall cease to exist from and after the Effective Time. No shares of stock of Modis, Inc. or any other consideration shall be issued in exchange therefor.

Section 2. Effect on Surviving Entity Shares: The Merger shall have no effect on the shares of Modis, Inc. issued and outstanding at the Effective Time, and the authorized capital stock of Modis, Inc. following the Effective Time shall remain the same as prior to the Effective Time, unless and until the same shall be changed in accordance with the Florida Law.

## ARTICLE IX

### FURTHER ASSURANCES

If at any time the Surviving Entity shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Entity title to any property or rights of any of the Merging Entities, or otherwise carry out the provisions hereof, the proper officers and directors of such Merging Entity as of the Effective Time, and thereafter the officers of the Surviving Entity, acting on behalf of such Merging Entity, shall execute and deliver any and all property assignments, conveyances and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise carry out the provisions hereof.

## ARTICLE X

### TERMINATION

This Agreement may be terminated at any time before the Effective Time of the Merger, and whether before or after approval of this Agreement by the sole shareholder of the Merging Entities and Modis, Inc., if the Boards of Directors and Partners, as the case may be, of the Merging Entities and Modis, Inc. duly adopt resolutions abandoning this Agreement.

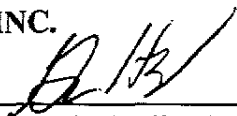
## ARTICLE XI

### GOVERNING LAW

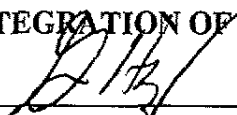
This Agreement shall be governed by and construed in accordance with the laws of the State of Florida applicable to agreements made and entirely to be performed in such jurisdiction.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers as of this 16<sup>th</sup> day of December, 2004.

**MODIS, INC.**

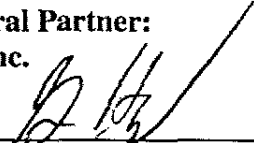
By:   
Gregory D. Holland  
Vice President and Secretary

**IDEA INTEGRATION OF GEORGIA CORP.**

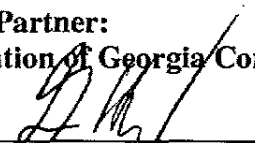
By:   
Gregory D. Holland  
Vice President and Secretary

**IDEA INTEGRATION OF GEORGIA, LP.**

**Its General Partner:  
Modis, Inc.**

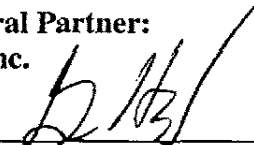
By:   
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Vice President and Secretary

**Its Limited Partner:  
Idea Integration of Georgia Corp.**


By:   
Gregory D. Holland  
Vice President and Secretary

**MODIS OF GEORGIA, LP.**

**Its General Partner:  
Modis, Inc.**

By:   
Gregory D. Holland  
Vice President and Secretary

**Its Limited Partner:  
Idea Integration of Georgia Corp.**

By:   
Gregory D. Holland  
Vice President and Secretary