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C T CORPORATION SYSTEM

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660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

SMS Liquidation Corporation  
merging into: Adecco, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SMS LIQUIDATION CORPORATION, a Florida corporation, 577707

INTO

**ADECCO, INC.**, a Delaware corporation not qualified in Florida.

File date: March 9, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**  
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Adecco, Inc.</u>	<u>Delaware</u>

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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>SMS Liquidation Corporation</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR        /     /     (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on Jan. 31, 2000 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on Jan. 31, 2000 and shareholder approval was not required.

(Attach additional sheets if necessary)



**AGREEMENT AND PLAN OF MERGER OF  
SMS LIQUIDATION CORPORATION, INC.  
WITH AND INTO ADECCO, INC.**

The Agreement and Plan of Merger is as follows:

1. At the Effective Date of the Merger, as defined in paragraph 8 below, SMS Liquidation Corporation, Inc., a Florida corporation (hereinafter referred to as "Merging Corporation") will be merged with and into Adecco, Inc., a Delaware corporation (hereinafter referred to as "Survivor") in accordance with the Florida Business Corporations Act and the Delaware General Corporation Law. Prior to such Merger, Merging Corporation is a wholly-owned subsidiary of Survivor with Survivor owning all of the issued and outstanding shares of Merging Corporation. After such Merger, Survivor will be the surviving corporation and the separate existence and identity of the Merging Corporation will cease.
2. The Certificate of Incorporation of the Survivor, as in force and effect upon the Effective Date in the State of Delaware, shall be the Certificate of Incorporation of said Survivor.
3. The By-laws of the Survivor as in force and effect upon the Effective Date will be the By-laws of said Survivor and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the Delaware General Corporation Law.
4. The directors and officers of the Survivor in office upon the Effective Date shall continue to be the members of the Board of Directors and the officers, respectively, of the Survivor, all of whom hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the Survivor.
5. On the Effective Date:
  - (a) Survivor shall possess all rights, privileges, immunities and franchises, of a public nature as well as of a private nature, of the Merging Corporation;
  - (b) All property, real, personal and mixed and all debts due on whatever account, including subscriptions to shares and all other types of actions, and every interest, of or belonging to or due to the Merging Corporation, shall be taken and deemed to be transferred to and vested in Survivor without further act or deed;
  - (c) Title to any real estate or any interest therein, vested in the Merging Corporation shall not revert or be in any way impaired by reason of the Merger;
  - (d) Survivor shall be responsible and liable for all the liabilities and obligations of the Merging Corporation;
  - (e) Any claim existing or action or proceeding pending by or against the

Merging Corporation may be prosecuted to judgment as if the Merger had not taken place, or Survivor may be substituted as the party in interest; and

- (f) Neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the Merger.

6. On the Effective Date, each share of issued and outstanding common stock, \$0.01 par value, of the Merging Corporation shall without further action cease to be an issued and outstanding share of the Merging Corporation and shall be canceled.


7. In the event that this Agreement and Plan of Merger shall have been approved by the board of directors of the Merging Corporation, in the manner prescribed by the Florida Business Corporations Act, and the board of directors of the Survivor, in the manner prescribed by the Delaware General Corporation Law, Merging Corporation and Survivor hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the respective jurisdictions and that they will cause to be performed all necessary acts and therein and elsewhere to effectuate the Merger.

8. The "Effective Date" of the Merger shall be the date on which the merger documents are filed in the respective jurisdictions of the Merging Corporation and the Survivor.


9. The boards of directors and the proper officers of the Merging Corporation and of the survivor, 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 Agreement and Plan of Merger for the Merger herein provided.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of January 31, 2000.

SMS LIQUIDATION CORPORATION, INC.

  
\_\_\_\_\_  
By:  
Its:

ADECCO, INC.

  
\_\_\_\_\_  
By:  
Its: CFO.