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MERGER OR SHARE EXCHANGE

Hudson Global Resources Management, Inc.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Merging
HUDSON GLOBAL RESOURCES AMERICA, INC.
(a Florida corporation)
with and into
HUDSON GLOBAL RESOURCES MANAGEMENT, INC.
(a Pennsylvania corporation)

The undersigned parties to an Agreement and Plan of Merger, dated as of December 8, 2009 (the "Merger Agreement"), by and between Hudson Global Resources America, Inc., a Florida corporation ("America"), and Hudson Global Resources Management, Inc., a Pennsylvania corporation ("Management"), pursuant to Section 607.1105 of the Florida Statutes (the "Florida Act"), hereby execute the following Articles of Merger:

1. Names. The names of the entities proposing to merge and their respective states of incorporation are as follows:

<u>Name of Entity</u>	<u>State of Incorporation</u>
Hudson Global Resources America, Inc.	Florida
Hudson Global Resources Management, Inc.	Pennsylvania

2. Surviving Company. The name of the surviving company is Hudson Global Resources Management, Inc. The Articles of Incorporation of Management, as in effect immediately prior to the effective date of the merger, will be the Articles of Incorporation of the surviving company.

3. Merger Agreement. The executed Merger Agreement is attached hereto as Exhibit A.

4. Approval. The Merger Agreement was approved and adopted by the Board of Directors and sole shareholder of America and the Board of Directors of Management on December 8, 2009 as required by their respective Bylaws, the Florida Act and the Pennsylvania Statutes. Pursuant to Section 1924 of the Pennsylvania Statutes, approval of the merger by the sole shareholder of Management is not required.

5. Effective Date and Time. The merger shall be effective at 11:59 p.m. Eastern Standard Time on December 31, 2009, immediately following the effective time of the merger of Hudson Global Resources Holdings, Inc. with and into Management.

[Signature page follows]

IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned entities as of the 8th day of December, 2009.

**HUDSON GLOBAL RESOURCES AMERICA,
INC.**

By: 
Name: Latham Williams
Title: Secretary

**HUDSON GLOBAL RESOURCES
MANAGEMENT, INC.**

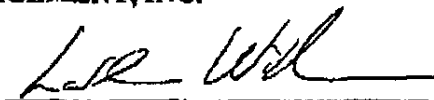
By: 
Name: Latham Williams
Title: Secretary

EXHIBIT A

Agreement and Plan of Merger

See attached.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of December 8, 2009, is entered into by and between Hudson Global Resources America, Inc., a Florida corporation ("America"), and Hudson Global Resources Management, Inc., a Pennsylvania corporation ("Management").

WITNESSETH

WHEREAS, all of the issued and outstanding shares of common stock of America (the "Stock") are owned of record by Hudson Highland Group, Inc., a Delaware corporation ("Shareholder").

WHEREAS, all of the issued and outstanding shares of common stock of Management are owned of record by Shareholder.

WHEREAS, America and Management are entering into this Agreement, which contemplates the merger (the "Merger") of America with and into Management upon the terms and conditions provided herein and pursuant to Section 1922 of the Pennsylvania Statutes (the "Pennsylvania Act") and Section 607.1107 of the Florida Statutes (the "Florida Act").

WHEREAS, each of the Boards of Directors of America and Management and Shareholder, as the sole shareholder of America, deem it, respectively, in the best interests of America and its shareholder, on the one hand, and Management and its shareholder, on the other hand, that America be merged with and into Management, with Management being the surviving entity of the Merger, and such Boards of Directors and Shareholder, as the sole shareholder of America, have approved this Agreement and have authorized its execution and delivery.

WHEREAS, The Merger is intended to be a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended.

NOW, THEREFORE, in consideration of the premises and the agreements herein contained and in accordance with the Pennsylvania Act and the Florida Act, the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect:

ARTICLE 1

The Merger

1.01 The Merger. Upon the terms and subject to the conditions of this Agreement, at the Effective Time (as defined below) in accordance with the Pennsylvania Act and the Florida Act, America shall be merged with and into Management. Following the Merger, the separate existence of America shall cease and Management shall continue as the surviving business entity. Management as the surviving business entity after the Merger hereinafter sometimes is referred to as the "Surviving Corporation."

1.02 Articles of Merger. Upon the terms and subject to the conditions of this Agreement, the parties hereto shall file articles of merger with the Florida Department of State in accordance with Section 607.1105 of the Florida Act, executed in accordance with the relevant provisions of the Florida Act, and with the Pennsylvania Department of State in accordance with Section 1926 of the Pennsylvania Act, executed in accordance with the relevant provisions of the Pennsylvania Act.

1.03 Effective Time of the Merger. The Merger shall be effective at 11:59 p.m. Eastern Standard Time on December 31, 2009 (the "Effective Time"), immediately following the effective time of the merger of Hudson Global Resources Holdings, Inc. with and into Management.

1.04 Effects of the Merger.

(a) At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the Pennsylvania Act and the Florida Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Management and America shall vest in the Surviving Corporation, and all liabilities and duties of Management and America shall become the liabilities and duties of the Surviving Corporation.

(b) If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of either of Management or America acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Agreement, then the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of either of Management or America, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of each of such entities or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation.

1.05 Articles of Incorporation; Bylaws; Directors and Officers.

(a) At the Effective Time, the Articles of Incorporation of Management, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, until thereafter amended as provided by law.

(b) At the Effective Time, the bylaws of Management, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation, until thereafter amended as provided by law and such bylaws.

(c) The directors and officers of Management immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, in each case until their successors are duly elected or appointed and qualified or until their earlier death, resignation

or removal, subject to the terms of Management' bylaws and any applicable employment or other agreements.

ARTICLE 2

Effect of the Merger on the Stock and the Common Stock of Management

2.01 Effect on the Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of Shareholder as the sole holder of the Stock and without payment by Management of any consideration to America or Shareholder, all of the Stock issued and outstanding or held in the treasury, if any, immediately prior to the Effective Time shall no longer be issued or outstanding and shall automatically be cancelled or retired and shall cease to exist, and each holder of a certificate representing any such Stock shall cease to have any rights with respect thereto.

2.02 No Effect on Common Stock of Management. The common stock of Management outstanding immediately prior to the Effective Time shall not be affected in any manner by virtue of the Merger.

[Signature page follows]

IN WITNESS WHEREOF, Management and America have caused their respective duly authorized officers to execute this Agreement and Plan of Merger as of the date and year first above written.

**HUDSON GLOBAL RESOURCES
MANAGEMENT, INC.**

By: Latham W. Williams
Name: Latham Williams
Title: Secretary

**HUDSON GLOBAL RESOURCES AMERICA,
INC.**

By: Latham W. Williams
Name: Latham Williams
Title: Secretary