

LO1827

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Temporaries
Romac International Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
99 JAN -4 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk-in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Part
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Need this file date

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ROMAC INTERNATIONAL OF TEXAS, INC., a Florida corporation, L01827
ROMAC INTERNATIONAL OF CONNECTICUT, INC., a Florida corporation,
P97000100627
ROMAC INTERNATIONAL OF KENTUCKY, INC., a Florida corporation, K59934
ROMAC INTERNATIONAL OF PENNSYLVANIA, INC., a Florida corporation,
H11753
ROMAC AND ASSOCIATES OF BOSTON, INC., a Massachusetts corporation
PROFESSIONAL APPLICATION RESOURCES INCORPORATED, a Texas
corporation

INTO

ROMAC TEMPORARIES INC., a Delaware corporation not qualified in Florida.

File date: January 4, 1999

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER BETWEEN
ROMAC TEMPORARIES INC.
ROMAC AND ASSOCIATES OF BOSTON, INC.
ROMAC INTERNATIONAL OF TEXAS, INC.
PROFESSIONAL APPLICATION RESOURCES INCORPORATED
ROMAC INTERNATIONAL OF CONNECTICUT, INC.
ROMAC INTERNATIONAL OF KENTUCKY, INC.
ROMAC INTERNATIONAL OF PENNSYLVANIA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the following corporations are being merged with and into Romac Temporaries Inc., a Delaware corporation (the "Merger"): Romac and Associates of Boston, Inc., a Massachusetts corporation, Romac International of Texas, Inc., a Florida corporation, Professional Application Resources Incorporated, a Texas corporation, Romac International of Connecticut, Inc., a Florida corporation, Romac International of Kentucky, Inc., a Florida corporation, and Romac International of Pennsylvania, Inc., a Florida corporation (collectively, the "Targets").

Accordingly, the Survivor hereby adopts and submits the following Articles of Merger for the purpose of effecting the Merger:

ARTICLE I

The Plan of Merger effecting the Merger of the Targets with and into the Survivor is attached hereto as Exhibit A and is incorporated herein by this reference.

ARTICLE II

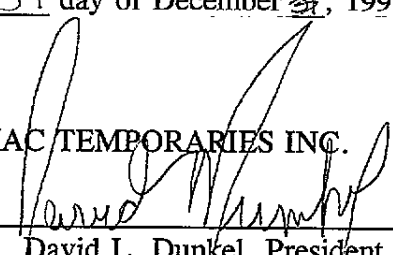
The Effective Date of the Merger shall be at 6:00 p.m. on December 31, 1998.

ARTICLE III

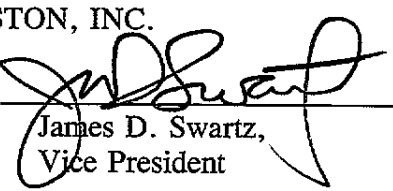
Romac International, Inc. (the "Shareholder") is the sole shareholder of each of the Targets and the Survivor. The Shareholder adopted the Agreement and Plan of Merger for each of the Targets and the Survivor as of December 31, 1998, by unanimous written consent.

IN WITNESS WHEREOF, the undersigned have executed this document effective as of this 31 day of December ~~31~~, 1998.

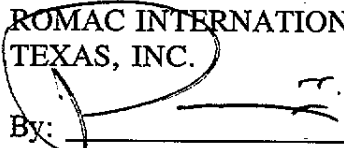
ROMAC TEMPORARIES INC.

By: 
David L. Dunkel, President

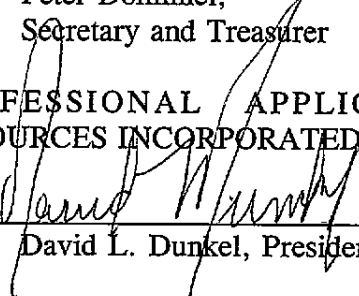
ROMAC AND ASSOCIATES OF BOSTON, INC.

By: 
James D. Swartz,
Vice President

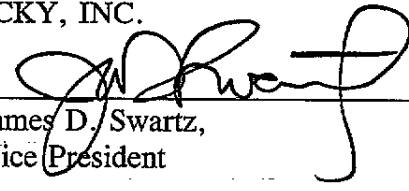
ROMAC INTERNATIONAL OF TEXAS, INC.

By: 
Peter Dominici,
Secretary and Treasurer


PROFESSIONAL APPLICATION RESOURCES INCORPORATED

By: 
David L. Dunkel, President

ROMAC INTERNATIONAL OF KENTUCKY, INC.

By: 
James D. Swartz,
Vice President

ROMAC INTERNATIONAL OF PENNSYLVANIA, INC. "

By: 
Peter Dominici,
Secretary and Treasurer

ROMAC INTERNATIONAL OF CONNECTICUT, INC.

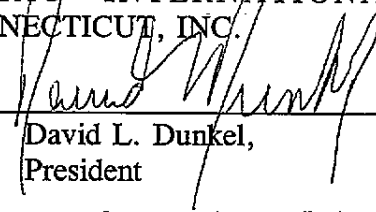
By: 
David L. Dunkel,
President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of December 31, 1998 (the "Agreement"), is entered into by and among Romac Temporaries Inc. (the "Survivor"), Romac and Associates of Boston, Inc., Romac-International of Texas, Inc., Professional Application Resources Incorporated, Romac International of Connecticut, Inc., Romac International of Kentucky, Inc., and Romac-International of Pennsylvania, Inc. (all such entities, other than the Survivor, individually a "Target" and collectively, the "Targets"). The Survivor and the Targets are referred to collectively herein as the "Parties".

Background

Romac International, Inc. (the "Parent") owns 100% of the outstanding common stock of the Parties. The Parties desire to merge the Targets into the Survivor. The Parties intend that, upon the consummation of the transactions contemplated by this Agreement, the separate corporate existence of each of the Targets will cease. Accordingly, in consideration of the mutual agreements and covenants set forth below, the Parties agree as follows:

Terms and Conditions

1. Merger. At the Effective Time, as defined in Section 2, below, each Target shall be merged with and into the Survivor, and the separate corporate existence of each Target shall cease (the "Merger"). The corporate existence of the Survivor shall continue unaffected and unimpaired by the Merger and, as the surviving corporation, it shall remain governed by the laws of Delaware. Immediately after the Effective Time, the Survivor's name shall be changed to "Romac USA, Inc." as described in Section 7 below.

2. Effective Time. The Effective Time of the Merger shall be 6:00 p.m. on December 31, 1998.

3. Conversion of Shares. The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the Parties or the Parent, each share of common stock of the Targets that is outstanding immediately prior to the Effective Time shall be cancelled and extinguished and cease to exist. Each share of the Survivor's common stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

4. Continuation of Rights and Obligations. At and after the Effective Time of the Merger, the Survivor shall possess all rights, privileges, powers, and franchises of each of the Targets. All property, real, personal, and mixed, all debts due on whatever account, all other things and actions, and every other interest of or belonging to each Target shall be vested in the Survivor without further action. At and after the Effective Time of the Merger, the Survivor

shall assume and be liable for all the liabilities and obligations of each Target as if those liabilities and obligations had been incurred by the Survivor.

5. Survival of Claims. Any claim existing, or action or proceeding pending, by or against any Target may be prosecuted as if the Merger had not taken place, or the Survivor may be substituted in the place of any Target in such action or proceeding. The Survivor agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of Romac and Associates of Boston, Inc. and any obligation thereafter incurred by the Survivor, including the obligation created by section eighty-five of the Massachusetts Business Corporation Law, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it agrees to irrevocably appoint the Secretary of State of Massachusetts as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in chapter one hundred and eight-one of the Massachusetts Statutes.

6. Directors and Officers. The directors and officers of the Survivor in office immediately prior to and at the Effective Time shall remain the directors and officers of the Survivor, retaining their respective positions and terms of office.

7. Bylaws. The Bylaws of the Survivor, as in effect at the Effective Time of the Merger, shall continue in full force and effect.

8. Certificate of Incorporation. The Survivor's Certificate of Incorporation, as in effect at the Effective Time of the Merger, shall be amended at the Effective Time by changing the First Article thereof so that, as amended, said Article shall be read as follows:

"1. The name of the corporation is: Romac USA, Inc."

The remaining Articles of the Survivor's Certificate of Incorporation, as in effect at the Effective Time of the Merger and attached hereto as Exhibit A and incorporated herein by this reference, shall continue in full force and effect.

9. Texas Fees and Franchise Taxes. The Survivor shall be responsible for the payment of all fees and franchise taxes required to be paid by law to the State of Texas that are due and owing, or that may become due and owing, by Professional Application Resources Incorporated, and the Survivor will be obligated to pay such fees and franchise taxes if the same are not timely paid.

10. Representations and Warranties. Each of the Parties acknowledge that they are under common control, having the same or similar persons serving as officers and directors and the same person owning all of the outstanding stock of each of the corporations. Inasmuch as each of these persons is active in the business and management of each of the Parties and as a result is knowledgeable about the respective business, financial condition, assets and the validity of title thereof, debts, liabilities, contingent liabilities, future prospects, books and records,

contracts, employee and officer compensation, corporate organizational documents and minutes of directors and shareholders meetings, capitalization and capital structure and pending or threatened legal action of each of the Parties, each of the Parties acknowledges that there is no need for any of the Parties to make representations and warranties to the other, and no representations and warranties are made by any of the Parties to the other.

11. Termination. This Agreement may be terminated at any time prior to the Effective Time by any of the Parties.

IN WITNESS WHEREOF, the Parties have executed this Agreement and Plan of Merger as of the date first written above.

ROMAC TEMPORARIES, INC.

By: _____
David L. Dunkel, President

PROFESSIONAL APPLICATION
RESOURCES INCORPORATED

By: _____
David L. Dunkel, President

ROMAC & ASSOCIATES OF
BOSTON, INC.

By: _____
James D. Swartz, Vice President

ROMAC INTERNATIONAL OF
CONNECTICUT, INC.

By: _____
James D. Swartz, Vice President

ROMAC INTERNATIONAL OF
TEXAS, INC.

By: _____
Peter Dominici, Secretary and
Treasurer

ROMAC INTERNATIONAL OF
KENTUCKY, INC.

By: _____
Peter Dominici, Secretary and
Treasurer

ROMAC INTERNATIONAL OF
PENNSYLVANIA, INC.

By: _____
David L. Dunkel, President

EXHIBIT A

102247

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PAGE 1

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF ROMAC/NYNYOF INC. FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 1991, AT 10 O'CLOCK A.M.

* * * * *

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Michael Harkins

Michael Harkins, Secretary of State

AUTHENTICATION:

*2916541

DATE:

01/09/1991

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 01/09/1991
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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

ROMAC/NYNYOF Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the written consent of its sole Director, filed with the minutes of the Board, adopted a resolution proposing and declaring the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of ROMAC/NYNYOF Inc. be amended by changing the first Article thereof so that, as amended, said Article shall be and read as follows:

"1. The name of the corporation is:
Romac Temporaries Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said ROMAC/NYNYOF Inc. has caused this certificate to be signed by Ralph E. Struzziero, its President, and attested by René D. Varrin, its Secretary, this 7th day of January, 1991.

ROMAC/NYNYOF Inc.

By Ralph E. Struzziero
Ralph E. Struzziero, President

ATTEST:

By René D. Varrin
René D. Varrin, Secretary

032224

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PAGE 1

State of Delaware

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EVELYN T. ALEMAR
RECORDER



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF ROMAC/NYNYOF INC. FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF APRIL, A.D. 1990, AT 10 O'CLOCK A.M.

! ! ! ! ! ! ! ! ! !



720114041

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

! 2629587

DATE:

04/24/1990

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720114041

CERTIFICATE OF INCORPORATION

OF

ROMAC/NYNYOF Inc.

* * * * *

FILED

APR 24 1990

Hubert H.
SECRETARY OF STATE

10 Au

1. The name of the corporation is

ROMAC/NYNYOF Inc.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in business as an executive search firm/agency and temporary employment agency.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is three thousand (3,000); all of such shares shall be without par value.

5A. The name and mailing address of each incorporator is as follows:

3K1011PG0893

<u>NAME</u>	<u>MAILING ADDRESS</u>
E. A. Jensen	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801
M. A. Brzoska	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801
L. J. Vitalo	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801

5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Ralph E. Struzziero	Romac and Associates, Inc. P.O. Box 7469 DTS Portland, ME 04112

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The

books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 24th day of April, 1990.

E. A. Jensen

E. A. Jensen

M. A. Brzoska

M. A. Brzoska

L. J. Vitalo

L. J. Vitalo