

Division of Corporations

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**09000092259**

Florida Department of State  
Division of Corporations  
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Division of Corporations  
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RECEIVED  
2010 FEB -2 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE  
SYKES ACQUISITION, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$60.00

**T. CLINE**

FEB - 3 2010

**EXAMINER**

**Certificate of Merger For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sykes Acquisition, LLC	Florida	Limited Liability Company
ICT Group, Inc. <i>69-92259</i>	Pennsylvania	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sykes Acquisition, LLC	Florida	Limited Liability Company

**THIRD:** The attached plan of merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** The merger shall be effective as of 11:59 p.m. on the date this document is filed with the Florida Department of State.

**SIXTH:** Signature(s) for Each Party:

Sykes Acquisition, LLC

By: 

James T. Holder  
President

February 2, 2010

ICT Group, Inc.

By: 

John J. Brennan  
President and Chief Executive Officer

February 2, 2010

**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sykes Acquisition, LLC	Florida	Limited Liability Company
ICT Group, Inc.	Pennsylvania	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sykes Acquisition, LLC	Florida	Limited Liability Company

**THIRD:** At and after the effective time of the merger, the merger will have the effects set forth herein and in the applicable provisions of Section 608.4383 of the Florida Limited Liability Company Act and Section 1929 of the Pennsylvania Business Corporation Law.

**FOURTH:** At the effective time of the merger, each of the merging parties will be wholly-owned subsidiaries of Sykes Enterprises, Incorporated. At the effective time of the merger, all of the 1,000 shares of ICT Group, Inc. common stock outstanding at the effective time, all of which will be owned by Sykes Enterprises, Incorporated, shall be cancelled, and Sykes Enterprises, Incorporated, shall continue to own a 100% membership interest in the surviving party, Sykes Acquisition, LLC.

**FIFTH:** At and after the effective time of the merger, the Articles of Organization and Operating Agreement of Sykes Acquisition, LLC shall remain in full force and effect, and shall be the Articles of Organization and Operating Agreement of the surviving party, Sykes Acquisition, LLC.

**SIXTH:** At and after the effective time of the merger, the members of the Board of Managers and the Officers of Sykes Acquisition, LLC shall remain in office and be the members of the Board of Managers and the Officers of the surviving party, Sykes Acquisition, LLC, each to hold office in accordance with the Operating Agreement of the surviving party, Sykes Acquisition, LLC.

2010 FEB -2 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA