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Florida Department of State
Division of Corporations
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From:

Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813)227-8500
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FLORIDA PROFIT CORPORATION OR P.A.

Kforce Merger Corporation

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TALLAHASSEE, FLORIDA

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
KFORCE MERGER CORPORATION**

The undersigned, acting as incorporator of Kforce Merger Corporation, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Kforce Merger Corporation

ARTICLE II. ADDRESS

The mailing and street address of the corporation is:

1001 E. Palm Avenue
Tampa, Florida 33605

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M., the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131-3209, and the name of the corporation's current registered agent at that address is Intrastate Registered Agent Corporation.

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
David L. Dunkel	1001 E. Palm Avenue Tampa, FL 33605
William L. Sanders	1001 E. Palm Avenue Tampa, FL 33605
Eileen Kelly	1001 E. Palm Avenue Tampa, FL 33605

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert J. Grammig	400 North Ashley Drive Suite 2300 Tampa, FL 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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FROM HOLLAND & KNIGHT TAMPA

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 28th day of November, 2001.


Robert J. Grammig

FROM HOLLAND & KNIGHT TAMPA

(WED) 11.28'01 16:47/ST. 16:45/NO. 4261068582 P 5

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

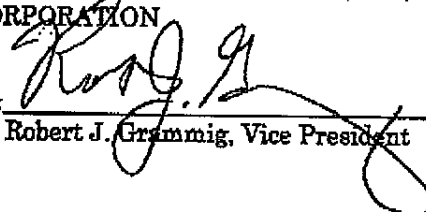
That KFORCE MERGER CORPORATION, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131-3209 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 28th day of November, 2001.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Robert J. Grammig, Vice President

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