

FROM HOLLAND & KNIGHT TAMPA

(MON) 12. 3' 01 14:24/ST. 14:22/NO. 4261068629 P 1

PO1000113170

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

KFORCE MERGER CORPORATION

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ARTICLES OF MERGER
Merger Sheet

MERGING:

KFORCE MERGER CORPORATION, a Florida corporation, document number
P01000113170

INTO

EMERGENCY RESPONSE STAFFING INC.. an Arizona entity not qualified in
Florida

File date: December 3, 2001

Corporate Specialist: Karen Gibson

Account number: 072100000016

Amount charged: 78.75

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**ARTICLES OF MERGER
BETWEEN
EMERGENCY RESPONSE STAFFING INC.
AND
KFORCE MERGER CORPORATION**

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes and Sections 10-1105 and 10-1107 of the Arizona Statutes, Emergency Response Staffing Inc., an Arizona corporation (the "Surviving Corporation"), and Kforce Merger Corporation, a Florida corporation (the "Merging Corporation"), adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger.

Accordingly, the Surviving Corporation and Merging Corporation adopt and submit the following Articles of Merger for the purpose of effecting the Merger:

ARTICLE I

The Plan of Merger, as contained in the Agreement and Plan of Merger dated as of December 3, 2001, effecting the Merger of the Merging Corporation with and into the Surviving Corporation is attached and made a part of these Articles of Merger as Exhibit A (the "Plan of Merger").

ARTICLE II

The effective date of the Merger shall be at 12:01 a.m., on December 3, 2001.

ARTICLE III

The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its board of directors and shareholders as of November 28, 2001. The Plan of Merger was adopted by the Merging Corporation by the unanimous written consent of its board of directors and sole shareholder as of December 3, 2001.

ARTICLE IV

The address of the principal office of the Surviving Corporation is 8300 N. Hayden Road, Suite 205, Scottsdale, Arizona 85258.

ARTICLE V

The Surviving Corporation appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Merging Corporation.

ARTICLE VI

The Surviving Corporation agrees to promptly pay to the dissenting shareholders of the Merging Corporation, the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

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ARTICLE VII

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatures to the original or the same counterpart.

* * *

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FROM HOLLAND & KNIGHT TAMPA

(MON) 12. 3' 01 14:25/ST. 14:22/NO. 4261068629 P 4

IN WITNESS WHEREOF, the undersigned have executed this document on this 3rd day of
December, 2001.

KFORCE MERGER CORPORATION,
a Florida corporation

By: Howard S. R. R.

Name: HOWARD S. R. R.

Title: VP

EMERGENCY RESPONSE STAFFING, INC.,
an Arizona corporation

By: _____

Name: _____

Title: _____

FROM HOLLAND & KNIGHT TAMPA

(MON) 12. 3' 01 14:25/ST. 14:22/NO. 4261068629 P 5

IN WITNESS WHEREOF, the undersigned have executed this document on this 3rd day of December, 2001.

KFORCE MERGER CORPORATION,
a Florida corporation

By: _____

Name: _____

Title: _____

EMERGENCY RESPONSE STAFFING, INC.,
an Arizona corporation

By:  _____

Name: Robert W. Henderson

Title: Secretary and Director

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
BETWEEN
EMERGENCY RESPONSE STAFFING INC.
AND
KFORCE MERGER CORPORATION**

PLAN OF MERGER adopted by Kforce Merger Corporation, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors as of December 3, 2001, and adopted by Emergency Response Staffing Inc., a business corporation organized under the laws of the State of Arizona, by resolution of its Board of Directors as of November 28, 2001.

The names of the corporations planning to merge are Kforce Merger Corporation, a business corporation organized under the laws of the State of Florida, and Emergency Response Staffing Inc., a business corporation organized under the laws of the State of Arizona. The name of the surviving corporation into which Kforce Merger Corporation plans to merge is Emergency Response Staffing Inc.

1. Kforce Merger Corporation and Emergency Response Staffing Inc. shall, pursuant to the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes and the provisions of the laws of the jurisdiction of organization of the non-surviving corporation, be merged with and into a single corporation, to wit, Emergency Response Staffing Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes. The separate existence of Kforce Merger Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the laws of the jurisdiction of its incorporation. The effective date and time of the merger shall be at 12:01 a.m., on December 3, 2001.

2. The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered, or amended as provided in such bylaws and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

4. The directors and officers in office of the non-surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until their successors are elected and qualified, or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately before the effective time and date of the merger shall be converted into and exchanged for 100 newly issued, fully paid and non-assessable shares of the common stock of the of the surviving corporation. The issued shares of the surviving corporation immediately before the effective time and date of the merger shall be

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canceled and converted into the right to receive 2,010.8706 shares of validly issued, fully paid and non-assessable shares of common stock, \$.01 par value, of Kforce Inc., a Florida corporation and parent of the non-surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes and by the provisions of the laws of the jurisdiction of incorporation of the non-surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the laws of the jurisdiction of its incorporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Arizona, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, 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 Plan of Merger or of the merger herein provided for.

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatures to the original or the same counterpart.

* * *

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FROM HOLLAND & KNIGHT TAMPA

(MON) 12. 3' 01 14:26/ST. 14:22/NO. 4261068629 P 8

IN WITNESS WHEREOF, the undersigned have executed this document on this 3rd day of
December, 2001.

KFORCE MERGER CORPORATION,
a Florida corporation

By: Howard Sutter

Name: HOWARD SUTTER

Title: VP

EMERGENCY RESPONSE STAFFING, INC.,
an Arizona corporation

By: _____

Name: _____

Title: _____

FROM HOLLAND & KNIGHT TAMPA
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(MON) 12. 3' 01 14:26/ST. 14:22/NO. 4261068629 P 9

IN WITNESS WHEREOF, the undersigned have executed this document on this 3rd day of
December, 2001.

KFORCE MERGER CORPORATION,
a Florida corporation

By: _____

Name: _____

Title: _____

EMERGENCY RESPONSE STAFFING, INC.,
an Arizona corporation

By:  _____

Name: Robert W. Henderson

Title: Secretary and Director