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**MERGER OR SHARE EXCHANGE**

**KFORCE GOVERNMENT HOLDINGS INC.**

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**ARTICLES OF MERGER  
(PROFIT CORPORATIONS)**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name of Entity</u>	<u>Jurisdiction</u>
Kforce Government Holdings Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name of Entity</u>	<u>Jurisdiction</u>
PCCI Holdings, Inc.	Delaware

Third: The Plan of Merger is attached as Exhibit A hereto.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by the surviving corporation - The Plan of Merger was adopted by the board of directors and shareholders of the surviving corporation on September 28, 2006.

Sixth: Adoption of Merger by each merging corporation - The Plan of Merger was adopted by the board of directors and shareholders of the merging corporation on September 28, 2006.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 29<sup>th</sup> day of September, 2006.

**KFORCE GOVERNMENT HOLDINGS INC.,**  
a Florida corporation

By: William L. Sanders

William L. Sanders, President

**PCCI HOLDINGS, INC.,**  
a Delaware corporation

By: William L. Sanders

William L. Sanders, President

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**PLAN OF MERGER****PCCI HOLDINGS, INC.,**  
a Delaware corporation

with and into

**KFORCE GOVERNMENT HOLDINGS INC.,**  
a Florida corporation

This Plan of Merger (this "Plan") is entered into on September 28, 2006 among PCCI Holdings, Inc., a Delaware corporation ("PCCI"), and Kforce Government Holdings Inc., a Florida corporation ("KGH"). PCCI and KGH are hereinafter collectively called the "Merging Entities."

**WITNESSETH:**

WHEREAS, the Merging Entities desire to merge, following which KGH shall be the surviving entity (the "Merger");

WHEREAS, Section 252 of the Delaware General Corporation Law and Section 607.1101 et. al of the Florida Business Corporation Act ("FBCA") permit the merger of the Merging Entities in the manner provided in this Plan; and

WHEREAS, each board of directors of each Merging Entity and each stockholder of each Merging Entity deems the consummation of the Merger in the manner contemplated herein advisable and accordingly have adopted and approved this Plan and have authorized the execution hereof by appropriate corporate action.

NOW, THEREFORE, for and in consideration of the premises and of the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. *Surviving Corporation.* The name and jurisdiction of the surviving corporation is as follows:

Name	Jurisdiction
Kforce Government Holdings Inc.	Florida

2. *Merging Corporations.* The name and jurisdiction of the merging corporation is as follows:

Name	Jurisdiction
PCCI Holdings, Inc.	Delaware

3. *Merger and Surviving Entity.* The terms and conditions of the Merger (in addition to those set forth elsewhere in this Plan) and the mode of carrying the same into effect are as follows:

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3.1 Upon the filing and approval of, and on the date and at the time specified in, articles of merger with the Florida Department of State and the Secretary of State of the State of Delaware, (the "Effective Time"): (a) PCCI shall be merged with and into KGH, and KGH shall be the surviving entity (the "Surviving Entity") and shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities of a corporation under the FBCA; (b) the separate existence of the Merging Entities shall cease; (c) the Surviving Entity shall thereupon and thereafter possess all the rights and privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Merging Entities; and all property, real, personal, and mixed, and all debts due on whatever account, including all choices in action, and all and every other interest, of or belonging to or due to each of the Merging Entities, shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; the Surviving Entity shall thence forth be responsible and liable for all liabilities and obligations of each of the Merging Entities; and any claim existing or action or proceeding pending by or against either of the Merging Entities may be prosecuted as if the Merger had not taken place, or the Surviving Entity may be substituted in its place; and neither the rights of creditors nor any liens upon the property of either of the Merging Entities shall be impaired by the Merger; and (d) all corporate acts, plans, policies, contracts, approvals and authorizations of each of the Merging Entities and their respective partners, officers and agents, that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as of the acts, plans, policies, contracts, approvals and authorizations of the Surviving Entity and shall be as effective and binding thereon as the same were with respect to the respective Merging Entities.

3.2 If at any time after the Effective Time the Surviving Entity shall consider or be advised that any further deeds, assignments or assurances in law or in any other things necessary, desirable or proper to vest, perfect or confirm, of record or otherwise, in the Surviving Entity, the title to any property or rights of PCCI acquired or to be acquired by reason of, or as a result of, the Merger, each of the Merging Entities (or the proper officers and directors of such) shall execute and deliver such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise to carry out the purpose of this Plan.

#### 4. *Determination of the Equity Interests.*

4.1 At the Effective Time, all of the capital stock of PCCI outstanding immediately prior to the Effective Time, and all rights in respect thereof, shall without any action on the part of the holders thereof, cease to be outstanding and shall be cancelled and retired and shall cease to exist without any payment being made with respect thereto.

4.2 There shall be no change (through conversion, exchange or otherwise) to the shares of stock of the Surviving Entity and all of the outstanding capital stock of the Surviving Entity shall continue to be owned by Kforce Inc., a Florida corporation. The certificate of incorporation of the Surviving Entity in effect immediately prior to the Effective Time shall be the certificate of incorporation of the Surviving Entity unless and until amended in accordance with its terms and applicable law.

#### 5. *Miscellaneous.*

5.1 Capitalized terms used and defined in this Plan shall have the meanings assigned to such terms.

5.2 For the convenience of the parties, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

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5.3 This Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

[Signature Page To Follow]

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IN WITNESS WHEREOF, each of the parties has caused this Plan to be duly executed and delivered as of the date first above written.

PCCI HOLDINGS, INC.,  
a Delaware corporation

By: W L Sanders  
William L. Sanders, President

KFORCE GOVERNMENT HOLDINGS INC.,  
a Florida corporation

By: W L Sanders  
William L. Sanders, President

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