

P94000048614

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Date: 5-19-16

ENTITY NAME:

VOLT REALTY CORP

****PLEASE FILE THE ATTACHED AND RETURN:****

Plain Copy

Certified Copy

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY:****

Document Number: _____

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE'/NOTARIAL CERTIFICATION:****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL AMOUNT OWED: 10

CHECK NUMBER: 2528

PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INFORMATION ON THIS MATTER.

Thank you!

Tina Goff, President

ARTICLES OF MERGER
(Profit Corporations)

FILED
16 MAY 19 AM 9:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NUCO IV, Ltd.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Volt Realty Corp.	Florida	P94000048614

Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 16, 2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 16, 2016.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)


Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

NUCO IV, Ltd.



Bryan Bendt TREASURER

Bryan Berndt - Treasurer

Volt Realty Corp.

Sharon Stern

Sharon Stern - SP - Local Affair

Sharon Stern - Senior Vice President Legal Affairs

Exhibit A

Agreement and Plan of Merger

Attached.

AGREEMENT AND PLAN OF MERGER

OF

VOLT REALTY CORP.

WITH AND INTO

NUCO IV, LTD.

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement of Merger"), dated as of May 16, 2016, is made by and among Volt Realty Corp., a Florida corporation ("VOLT REALTY"), and NUCO IV, Ltd., a Delaware corporation ("NUCO IV" and, together with VOLT REALTY, the "Constituent Entities").

WHEREAS, each of the Constituent Entities is a direct or indirect subsidiary of Volt Information Sciences, Inc., a New York corporation;

WHEREAS, each of the Constituent Entities has agreed to the merger of VOLT REALTY with and into NUCO IV (the "Merger");

WHEREAS, the Board of Directors and the sole stockholder of each of the Constituent Entities have approved the Merger in accordance with the Delaware General Corporation Law (the "DGCL") or the Florida Business Corporation Act (the "FBCA" and, together with the DGCL, the "Code"), as applicable; and

WHEREAS, the Constituent Entities have agreed to execute this Agreement of Merger as provided under the Code;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Constituent Entities hereby agree as follows:

1. **The Merger.** Effective as of the time the Certificate of Merger is filed with the Secretary of State of Delaware and the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time"), in accordance with this Agreement of Merger and the Code, VOLT REALTY shall be merged with and into NUCO IV, the separate existence of VOLT REALTY shall cease, and NUCO IV shall continue as the surviving entity (the "Surviving Entity").

2. **Effect of the Merger.** When the Merger has been effected, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Entities; and all the rights, privileges, powers and franchises of each of the Constituent Entities and all property, real, personal and mixed, including, without limitation, all tax attributes of the Constituent Entities, and all debts due to any of the Constituent Entities on whatever account, as well as stock subscriptions and all other things in action or belonging to any of such entities shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Constituent Entities, and the title to any real estate vested by deed or otherwise, in any of such Constituent Entities, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Entities shall thereafter attach

to the Surviving Entity, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing a Certificate of Merger with the Secretary of State of Delaware and Articles of Merger with the Secretary of State of Florida in such form as required by, and executed in accordance with, the relevant provisions of the Code.

4. Certificate of Incorporation; Bylaws and Officers and Directors. The certificate of incorporation of the Surviving Entity shall be identical with the certificate of incorporation of NUCO IV as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the Code. The bylaws of the Surviving Entity shall be identical with the bylaws of NUCO IV as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the Code. The officers and directors of NUCO IV immediately prior to the Effective Time shall be the officers and directors of the Surviving Entity immediately following the Effective Time, and such persons shall serve in such positions for the terms provided by law or in the constituent documents of the Surviving Entity, or until their respective successors are elected, appointed and qualified, as applicable.

5. Treatment of Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Entities or the holders of any of the shares of capital stock of the Constituent Entities:

(a) Each share of each class or series of capital stock of NUCO IV issued and outstanding, or held in treasury, immediately prior to the Effective Time will remain an identical issued and outstanding, or treasury, share of the Surviving Entity, unaffected by the Merger and held by the person or entity who was the holder of such capital stock immediately prior to the Effective Time.

(b) Each share of each class or series of capital stock of VOLT REALTY issued and outstanding, or held in treasury, immediately prior to the Effective Time will be canceled and no consideration shall be issued in respect thereof.

6. Taking of Necessary Action. Each of the Constituent Entities shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under the Code or any other applicable laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement of Merger and to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers and franchises of any of the Constituent Entities, the officers and directors of the Surviving Entity are fully authorized in the name any of the Constituent Entities to take all such lawful and necessary actions.

[SIGNATURE PAGE FOLLOWS]

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

VOLT REALTY CORP.

By: Shm.SI
Name: Sharon Stern Sharon Stern
Title: SVP Legal Affairs
Senior Vice President Legal Affairs

NUCO IV, LTD.

By: Bryan Berndt
Name: Bryan Berndt Bryan Berndt
Title: Treasurer
Treasurer

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]