

P94000061204

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Romac International, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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ASAP

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98 APR 20 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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File
1st

4/20
Jon
merger
C.C.

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Vanessa
Walsh
authorized
addition of names

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98 APR 20 AM 11:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOURCE SERVICES CORPORATION, a Delaware corporation, F95000000258

INTO

ROMAC INTERNATIONAL, INC., a Florida corporation, P94000061204

File date: April 20, 1998

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER BETWEEN
ROMAC INTERNATIONAL, INC.
AND
SOURCE SERVICES CORPORATION**

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98 APR 20 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, Romac International, Inc., a Florida corporation, which will be the surviving corporation ("Survivor") and Source Services Corporation, a Delaware corporation (the "Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Survivor (the "Merger").

ARTICLE I

The Plan of Merger effecting the Merger of the Merging Corporation with and into the Survivor is attached hereto as Exhibit "A" and incorporated herein by this reference.

ARTICLE II

The name of the surviving corporation is Romac International, Inc., a Florida corporation.

ARTICLE III

The effective date of the Merger shall be April 20, 1998.

ARTICLE IV

The Plan of Merger was adopted at meetings of the Board of Directors of Survivor on January 30, 1998 and February 12, 1998. Approval by the shareholders of the Survivor is not required pursuant to Florida Statutes Section 607.1103.

ARTICLE V

The Plan of Merger was approved at a meeting of the Board of Directors of the Merging Corporation. The Plan of Merger was adopted at a special meeting of the shareholders of the Merging Corporation on April 20, 1998.

IN WITNESS WHEREOF, the undersigned have executed this document as of the 20th day of April, 1998.

ROMAC INTERNATIONAL, INC.

By: 

Its: Chief Executive Officer

David Dunkel

SOURCE SERVICES CORPORATION

By: 

Its: Secretary

Richard Dupont

PLAN OF MERGER

Romac International, Inc., a Florida corporation ("Acquiror") and Source Services Corporation, a Delaware corporation ("Target"), hereby adopt the following Plan of Merger, dated April 20, 1998, pursuant to Section 607.1107 of the Florida Business Corporation Act.

(a) The name of the merging corporation is Source Services Corporation. Target shall merge into Acquiror. The name of the corporation surviving the merger of Target with and into Acquiror is Romac International, Inc.

(b) The effective date of the merger (the "Effective Date") shall be April 20, 1998.

(c) The general terms and conditions of the merger are as follows:

On the Effective Date, the separate existence of Target shall cease and Acquiror shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of Target. Acquiror shall thereafter be responsible and liable for all obligations of Target, and neither the rights of the creditors nor any liens on the property of Target shall be impaired by the merger.

(d) The manner and basis of converting the shares of each corporation shall be as follows:

On the Effective Date, by virtue of the merger and without any action on the part of Acquiror, each issued and outstanding share of Target common stock, except common stock that is owned by the Target, the Acquiror, or any subsidiary of either entity, shall be converted into the right to receive 1.1351 shares of Acquiror common stock, par value \$.01 per share. All other shares of Target common stock shall be cancelled and extinguished and cease to be outstanding. Each share of Acquiror common stock that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding.

(f) The Boards of Directors of each corporation party to the Merger may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.