

P94000061204

Florida Department of State
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MERGER OR SHARE EXCHANGE

KFORCE INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

EMERGENCY RESPONSE STAFFING INC., an Arizona corporation, not
qualified in Florida

INTO

KFORCE INC., a Florida entity, P94000061204

File date: December 3, 2001

Corporate Specialist: Karen Gibson

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

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TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed to these Articles of Merger is a Plan of Merger for merging Emergency Response Staffing Inc. into Kforce Inc., as approved by the Board of Directors of the parent corporation on November 30, 2001.

2. The merger of Emergency Response Staffing Inc. with and into Kforce Inc. is permitted by the laws of the jurisdiction of organization of Arizona and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Emergency Response Staffing Inc. was December 3, 2001.

3. As to Kforce Inc., the Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on November 30, 2001.

4. Shareholder approval was not required for the merger.

5. The effective time and date of the merger shall be 12:01 a.m. on December 3, 2001.

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FROM HOLLAND & KNIGHT TAMPA

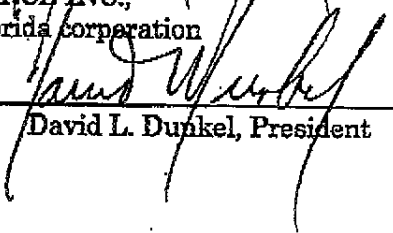
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Executed on December 3, 2001

EMERGENCY RESPONSE STAFFING INC.,
an Arizona corporation

By: 
David L. Dunkel, President

KFORCE INC.,
a Florida corporation

By: 
David L. Dunkel, President

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PLAN OF MERGER

1. Kforce Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Emergency Response Staffing Inc., which is a business corporation of the State of Arizona, hereby merges Emergency Response Staffing Inc. into Kforce Inc. pursuant to the provisions of the laws of the State of Arizona and pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of Emergency Response Staffing Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Kforce Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of Emergency Response Staffing Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the officers of Kforce Inc. 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 contemplated by this Plan of Merger.

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