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MERGER OR SHARE EXCHANGE

KFORCE INC.

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Merger

06/29/04

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ARTICLES OF MERGER
OF
HALL, KINION & ASSOCIATES, INC.
(a Delaware corporation)
AND
KFORCE INC.
(a Florida corporation)

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 hereto and made a part hereof is a Plan of Merger for merging Hall, Kinion & Associates, Inc., a Delaware corporation ("Hall Kinion") into its parent Kforce Inc., a Florida corporation ("Kforce"), as approved by the Board of Directors of Kforce on June 17, 2004.

2. The merger of Hall Kinion with and into Kforce is permitted by the laws of the jurisdiction of organization of Delaware and is in compliance with such laws. The date of adoption of the Plan of Merger by the Board of Directors of Hall Kinion was June 17, 2004.

3. As to Kforce, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on June 17, 2004.

4. Shareholder approval was not required for the merger.

5. The effective time and date of the merger herein provided for in the State of Florida shall be on the date and at the time of the filing of the Articles of Merger with the Secretary of State of the State of Florida, but shall be effective for accounting purposes only as of June 17, 2004.

Executed on June 28, 2004.

HALL, KINION & ASSOCIATES, INC.

By: 

Name: David L. Dunkel
Capacity: President

KFORCE INC.

By: 

Name: David L. Dunkel

Capacity: Chief Executive Officer and
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

Kforce Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Hall, Kinion & Associates, Inc., which is a business corporation of the State of Delaware, hereby merges Hall, Kinion & Associates, Inc. into Kforce Inc. pursuant to the provisions of the Delaware General Corporation Law and pursuant to the provisions of the Florida Business Corporation Act.

The separate existence of Hall, Kinion & Associates, 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, but shall be effective for accounting purposes only as of June 17, 2004; and Kforce Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

The outstanding shares of Hall, Kinion & Associates, Inc. shall not be converted in any manner, but each said share which is outstanding as of the effective time and date of the merger shall be surrendered and extinguished.

The Board of Directors and any 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 herein provided for.

HALL, KINION & ASSOCIATES, INC.

By:

Name: David L. Dunkel

Capacity: President

KFORCE INC.

By:

Name: David L. Dunkel

Capacity: Chief Executive Officer and
President