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12-31-15

RECEIVED
DEPARTMENT OF STATE
15 DEC 23 AM 11:11

FILED
15 DEC 23 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 28 2015
A RAMSEY

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 925337 7598947

AUTHORIZATION :

COST LIMIT : \$ 157.50

ORDER DATE : December 22, 2015

ORDER TIME : 9:19 AM

ORDER NO. : 925337-005

CUSTOMER NO: 7598947

ARTICLES OF MERGER

SPHERION U.S. INC.
COMTEX INFORMATION SYSTEMS, INC
NORCROSS TELESERVICES, L.P.

INTO

NORRELL CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender -- 62956

EXAMINER'S INITIALS: _____

12-31-15

STATE OF FLORIDA
ARTICLES OF MERGER
OF

SPHERION U.S. INC.,
COMTEX INFORMATION SYSTEMS, INC.
AND NORCROSS TELESERVICES L.P.
WITH AND INTO
NORRELL CORPORATION

FILED

15 DEC 23 AM 11:35

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 of the surviving corporation is Norrell Corporation, a Delaware corporation.

SECOND: The name of the first corporation merged into this surviving corporation is Spherion U.S. Inc., a Florida corporation.

THIRD: The name of the second corporation merged into this surviving corporation is Comtex Information Systems, Inc., a Delaware corporation.

FOURTH: The name of the limited partnership being merged into this surviving corporation is Norcross Teleservices L.P., a Delaware limited partnership.

FIFTH: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Section 607.1104 of the Florida Statutes and Title 8 Sections 252 and 253 of the General Corporation Law of the State of Delaware. A copy of this Plan of Merger is attached.

SIXTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

SEVENTH: The merger is to become effective as of 11:20 PM Eastern time on December 31, 2015.

EIGHTH: The Agreement and Plan of Merger was adopted by the shareholder(s) of the surviving corporation on December 21, 2015.


NINTH: The Agreement and Plan of Merger was adopted by the shareholder(s) of the merging corporations on December 21, 2015.

TENTH: The Agreement and Plan of Merger was adopted by the limited and general partners of the merging limited partnership on December 21, 2015.


ELEVENTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the Certificate of Incorporation of the surviving corporation or the equivalent governing documents of the merging corporations or merging limited partnership.

IN WITNESS WHEREOF, said surviving corporation, merging corporations, and merging limited partnership have caused this Certificate of Merger to be signed by an authorized officer as of the 22nd day of December, 2015.


SPHERION U.S. INC.

By: 
Name: Rob Calabro
Title: Director of Taxes and authorized officer

NORRELL CORPORATION


By: 
Name: Rob Calabro
Title: Director of Taxes and authorized officer

COMTEX INFORMATION SYSTEMS, INC.

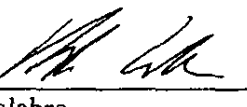
By: 
Name: Rob Calabro
Title: Director of Taxes and authorized officer

NORCROSS TELESERVICES L.P.

NORCROSS HOLDINGS, LLC, General Partner
(1% Partnership Interest)

By: 
Name: Rob Calabro
Title: Director of Taxes

NORRELL CORPORATION, Limited Partner
(99% Partnership Interest)

By: 
Name: Rob Calabro
Title: Director of Taxes

[Plan of Merger Attached]

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger (the "Plan of Merger"), dated as of December 22, 2015, by and among Comtex Information Systems, Inc., a Delaware corporation ("CISINC"), Norcross Teleservices, L.P., a Delaware limited partnership ("NTLP"), Spherion U.S. Inc., a Florida corporation, ("SUSINC") and Norrell Corporation, a Delaware corporation ("NORCORP" and, after the Effective Time, as defined below, the "Surviving Company").

WHEREAS, the respective boards of directors and partners of each of CISINC, NTLP, SUSINC and NORCORP deem it advisable and in the best interests of the respective companies, and therefore recommend, that CISINC, NTLP and SUSINC be merged with and into NORCORP pursuant to the terms and conditions of this Plan of Merger.

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby prescribe the terms and conditions of the merger and the mode carrying the same into effect as follows:

1. **Merger of CISINC, NTLP, and SUSINC with and into NORCORP.**

At the Effective Time (as defined below), CISINC, NTLP, and SUSINC will merge with and into NORCORP (the "Merger"), and the separate existence of each of CISINC, NTLP, and SUSINC will cease. NORCORP will be the surviving corporation of the Merger. As a result of the Merger, all of the assets, properties and rights, and all of the debts, obligations and liens, of each of CISINC, NTLP, and SUSINC shall be vested in NORCORP, and the effects of the Merger shall be as provided under Section 251 of the Delaware General Business Corporation Law and Section 607.11101 of the Florida Business Corporation Act.

2. **Tax Consequences of the Merger.** It is the express intention of the parties hereto that, for all U.S. Federal income tax purposes, the Merger shall constitute a tax-free reorganization pursuant to Internal Revenue Code Section 368(a)(1)(A).

3. **Approval of Merger.** The Plan of Merger has been authorized and approved by the boards of directors and by the partners of each of CISINC, NTLP, SUSINC, and NORCORP, in accordance with the laws of the States of Delaware and Florida and the bylaws and partnership agreements of such entities, by written consents dated December 18 and 21, 2015, respectively..

4. **Certificate of Incorporation.** At the Effective Time (as defined below) the Certificate of Incorporation of NORCORP, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Company, until thereafter amended as provided therein and by applicable law.

5. **Directors and Officers.** At the Effective Time, the directors and officers of NORCORP shall be the directors and officers of the Surviving Company.

7. **Shareholder and Partnership Interests.** At the Effective Time, each then issued and outstanding shareholder and partnership interest of each of CISINC, NTLP, and SUSINC shall be automatically cancelled and extinguished. Each then issued and outstanding shareholder interest of NORCORP shall remain issued and outstanding without change.

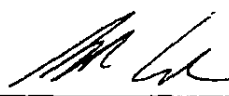
8. **Filing, Effective Time.** If this Plan of Merger has not been terminated pursuant to Section 9 hereof, a Certificate of Merger shall be filed by the parties hereto with the Secretary of State of the State of Delaware and State of Florida, and this Plan of Merger shall become effective as of 11:20 PM Eastern time on December 31, 2015. Such effective time is referred to herein as the "Effective Time."

9. **Termination.** This Plan of Merger may be terminated and the Merger abandoned by the Board of Directors or Partners of any of CISINC, NTLP, SUSINC and NORCORP at any time prior to the Effective Time.

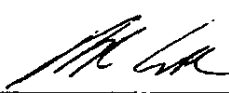
[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this duly approved Plan of Merger to be executed by their respective authorized officers as of the date first written above.

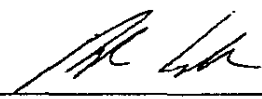
Comtex Information Systems, Inc.

By: 
Name: Robert Calabro
Title: Director of Taxes and authorized officer


Norcross Teleservices, L.P.

By: 
General Partner: Norcross Holdings, LLC
Title: Robert Calabro, Director of Taxes and authorized officer for its General Partner, Norcross Holdings, LLC

Spherion US, Inc.

By: 
Name: Robert Calabro
Title: Director of Taxes and authorized officer

Norrell Corporation

By: 
Name: Robert Calabro
Title: Director of Taxes and authorized officer