

P96000019270

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EXAMINER



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EFFECTIVE DATE 12/31/2011

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CORPORATION SERVICE COMPANY

EFFECTIVE DATE 12/31/2011

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ACCOUNT NO. : I20000000195
REFERENCE : 022162 7133611
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ ~~17.50~~

ORDER DATE : December 12, 2011
ORDER TIME : 1:08 PM
ORDER NO. : 022162-005
CUSTOMER NO: 7133611

87.50

ARTICLES OF MERGER

SYKES ACQUISITION, LLC

INTO

SYKES ENTERPRISES,
INCORPORATED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 12/31/2011

ARTICLES OF MERGER

SYKES ACQUISITION, LLC
a Florida limited liability company

into

SYKES ENTERPRISES, INCORPORATED
a Florida corporation

FILED STATE
SECRETARY OF CORPORATIONS
11 DEC 12 PM 2:28

Pursuant to Florida Statutes Sections 607.1109 and 608.4382, the undersigned entities adopt the following Articles of Merger:

FIRST: The "Merged Company" is Sykes Acquisition, LLC, a Florida limited liability company, whose principal business address is 400 N. Ashley Drive, Suite 2800, Tampa, Florida 33602. The Merged Company's Florida document number is L09000092259 and its Federal Employer Identification Number is 010936678.

SECOND: The "Surviving Corporation" is Sykes Enterprises, Incorporated, a Florida corporation, whose principal business address is 400 N. Ashley Drive, Suite 2800, Tampa, Florida 33602. The Surviving Corporation's Florida document number is P96000019270 and its Federal Employer Identification Number is 561383460.

THIRD: In accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes, the Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Sole Member of the Merged Company as of December 7, 2011, and by the Board of Directors of the Surviving Corporation as of December 7, 2011.

FOURTH: The effective date of the merger (the "Effective Date") shall be December 31, 2011 at 11:59 PM.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 7th day of December, 2011.

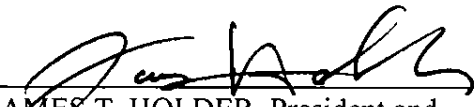
MERGED COMPANY:

SURVIVING CORPORATION:

SYKES ACQUISITION, LLC

SYKES ENTERPRISES, INCORPORATED

By:


JAMES T. HOLDER, President and
Secretary

By:

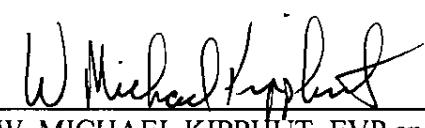

W. MICHAEL KIPPHUT, EVP and Chief
Financial Officer

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 7th day of December, 2011, by and between **SYKES ACQUISITION, LLC**, a Florida limited liability company (the "Merged Company") and **SYKES ENTERPRISES, INCORPORATED**, a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Company was organized in the State of Florida on September 23, 2009, of which the sole Member of the Merged Company is the Surviving Corporation and it has a 100% ownership interest;

WHEREAS, the Surviving Corporation was organized in the State of Florida on March 1, 1996, and has authorized capital stock consisting of (i) 200,000,000 common shares having a par value of \$0.01 and (ii) 10,000,000 preferred stock shares having a par value of \$0.01. There are approximately 44,578,393 common shares currently issued and outstanding and no preferred shares outstanding;

WHEREAS, the sole Member of the Merged Company deems it advisable and in the best interests of the Merged Company to merge with and into the Surviving Corporation pursuant to Florida Statutes Sections 607.1108 and 608.438. The Board of Directors of the Surviving Corporation deem it advisable that the Surviving Corporation shall be the surviving corporation and its existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607 and 608, the Merged Company shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of dealing with the ownership interest of the Merged Company shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, the separate existence of the Merged Company shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to it shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively

the property of the Surviving Corporation as they were the property of the Merged Company, and the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Company shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation, all rights of creditors and all liens upon the property of the Merged Company shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Company shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
BOARD OF DIRECTORS, OFFICERS AND
SHAREHOLDERS OF SURVIVING CORPORATION

The board of directors, officers and shareholders of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the board of directors, officers and shareholders of the Surviving Corporation until their successors are elected and qualified or the shareholders transfer their ownership in the Surviving Corporation.

ARTICLE V
MANNER OF CONVERTING SHARES

The currently issued and outstanding common stock and issued preferred stock of the Surviving Corporation immediately prior to the Merger shall remain as the issued and outstanding common stock and issued preferred stock of the Surviving Corporation after the

Merger. All ownership interest in the Merged Company issued and outstanding at the time of the effective date of the Merger shall be canceled and extinguished.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the sole Member of the Merged Company as of December 7, 2011, and approved by the Board of Directors of the Surviving Corporation as of December 7, 2011.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective on December 31, 2011 at 11:59 PM, in accordance with Florida Statutes Chapters 607 and 608.

IN WITNESS WHEREOF, the Merged Company and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

MERGED COMPANY:

SURVIVING CORPORATION:

SYKES ACQUISITION, LLC

**SYKES ENTERPRISES,
INCORPORATED**

By: _____
JAMES T. HOLDER, President and
Secretary

By: _____
W. MICHAEL KIPPHUT, EVP and Chief
Financial Officer