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Florida Department of State  
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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

HUDSON HIGHLAND GROUP, INC.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LAMALIE ASSOCIATES, INC., a Florida corporation, document number  
P97000046958

INTO

**HUDSON HIGHLAND GROUP, INC.**, a Delaware entity not qualified in Florida.

File date: March 27, 2003

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER**  
**OF**  
**HUDSON HIGHLAND GROUP, INC.**  
**AND**  
**LAMALIE ASSOCIATES, INC.**

To the Department of State  
State of Florida

In accordance with Section 607.1104 of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Lamalie Associates, Inc. ("Lamalie"), a Florida business corporation, with and into Hudson Highland Group, Inc. ("Hudson"), a Delaware corporation, as approved by the Board of Directors of Lamalie on March 20, 2003, and adopted by the written consent of the sole director of Hudson on March 20, 2003.

2. The merger of Lamalie with and into Hudson is permitted by the laws of the jurisdiction of organization of Hudson and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Hudson was March 20, 2003.

3. The approval of neither the shareholders of Lamalie nor the shareholders of Hudson was required for the merger.

4. Hudson is the owner of all of the outstanding capital stock of Lamalie, and waives the mailing of the Plan of Merger to itself.

5. The effective date of the merger herein provided for shall be March 28, 2003.

Executed on March 20, 2003

HUDSON HIGHLAND GROUP, INC.

By: Jon Chait

Name: Jon Chait

Title: President and Chief Executive Officer

LAMALIE ASSOCIATES, INC.

By: Andrew J. McKelvey

Name: Andrew J. McKelvey

Title: President

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### PLAN OF MERGER

1. Hudson Highland Group, Inc. ("Hudson"), which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Lamalie Associates, Inc. ("Lamalie"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Lamalie into Hudson pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Hudson.
2. The merger shall become effective on March 28, 2003; and Hudson shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of Lamalie 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 proper officers of Hudson 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.

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