

P97000103696

DEPARTMENT OF STATE  
ACCOUNT FILING COVER SHEET

FILED  
APR -4 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Account Number FCA000000017

Reference:  
(Sub Account)

Date:

Requestor Name: Carlton Fields

Address: Post Office Box 190  
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Maelene Tyson (269)  
Cheryl Igler (252)

Corporation Name:

RECEIVED  
00 APR -3 PM 3:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Entity Number (if applicable):

Authorization:

P97000103696

Maelene Tyson

200003194222--8

☒ Certified Copy (1-9)

☐ UCC'S

☐ Certificate of Status

☐ New Filings

☐ Plain Stamped Copy

☐ Annual Report

☐ Fictitious Name

☐ Amendments

☐ Registration

( ) Call When Ready

( X ) Call if Problem

( ) After 4:30

( X ) Walk In

( ) Will Wait

( ) Pick Up

( ) Mail Out

COULLIETTE APR 04 2000

CF Internal Use Only

Client: Matter:

TAL#501656.01



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 4, 2000

CARLTON FIELDS

TALLAHASSEE, FL

SUBJECT: SYSTEM ONE SERVICES, INC.  
Ref. Number: P97000103696

We have received your document for SYSTEM ONE SERVICES, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

You need to have your "Exhibit A" showing on the Plan of Merger page as indicated in Article II.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 200A00018322

RECEIVED  
00 APR -4 PM 1:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

*Call when Ready  
224-1585  
Lannie Hough*

**ARTICLES OF MERGER  
Merger Sheet**

-----  
**MERGING:**

**TMP SYSTEM ACQUISITION CO.,** a Florida corporation, P00000031436

**INTO**

**SYSTEM ONE SERVICES, INC.,** a Florida entity, P97000103696

**File date:** April 4, 2000

**Corporate Specialist:** Cheryl Coulliette

**Account number:** FCA000000017

**Account charged:** 78.75

**ARTICLES OF MERGER  
OF  
TMP SYSTEM ACQUISITION CO.  
WITH AND INTO  
SYSTEM ONE SERVICES, INC.**

The following Articles of Merger are submitted pursuant to Section 607.1105, *Florida Statutes*.

**ARTICLE I  
Names of Parties to Plan of Merger**

<u>Name</u>	<u>State of Incorporation</u>
System One Services, Inc.	Florida
TMP System Acquisition Co.	Florida
TMP Worldwide Inc.	Delaware

The name of the surviving corporation is System One Services, Inc. The name of the merging corporation is TMP System Acquisition Co. TMP Worldwide Inc. is the sole shareholder of TMP System Acquisition Co.

**ARTICLE II  
Plan of Merger**

The Plan of Merger is attached as Exhibit A.

**ARTICLE III  
Approval of Plan of Merger**

The Plan of Merger was adopted by the shareholders of System One Services, Inc. on March 31, 2000.

The Plan of Merger was adopted by the sole shareholder of TMP System Acquisition Co. on March 1, 2000.

The Plan of Merger was adopted by the board of directors of TMP Worldwide Inc. on March 1, 2000; shareholder approval not being required.

**ARTICLE IV  
Effective Date**

The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

FILED  
00 APR -4 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**Counterparts**

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original, but all such counterparts shall together constitute but one and the same instrument.

Dated this 3rd day of April, 2000.

**SYSTEM ONE SERVICES, INC.,**  
a Florida corporation

By: 

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**TMP SYSTEM ACQUISITION CO.,**  
a Florida corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**TMP WORLDWIDE INC.,**  
a Delaware corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**ARTICLE V**  
**Counterparts**

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original, but all such counterparts shall together constitute but one and the same instrument.

Dated this 3rd day of April, 2000.

**SYSTEM ONE SERVICES, INC.,**  
a Florida corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**TMP SYSTEM ACQUISITION CO.,**  
a Florida corporation

By: \_\_\_\_\_

Name: Philip Albright

Title: President

**TMP WORLDWIDE INC.,**  
a Delaware corporation

By: \_\_\_\_\_

Name: Philip Albright

Title: Senior Vice President

## PLAN OF MERGER

**PLAN OF MERGER** ("Plan of Merger") by and among **SYSTEM ONE SERVICES, INC.**, a Florida corporation ("SOS"), **TMP WORLDWIDE INC.**, a Delaware corporation ("TMP Worldwide"), and **TMP SYSTEM ACQUISITION CO.**, a Florida corporation ("TMP Sub").

### RECITALS

**WHEREAS**, SOS has Six Million Seven Hundred Ten Thousand Eight Hundred Fifty Two (6,705,852) common shares, par value \$.01, per share ("SOS Common Shares"), issued and outstanding;

**WHEREAS**, TMP Sub has one (1) common share, par value \$.01, per share ("TMP Sub Common Shares"), issued and outstanding, which share is owned by TMP Worldwide;

**WHEREAS**, TMP Sub is to be merged with and into SOS and the holders of SOS Common Shares are to receive 0.16223 shares of common stock, par value \$.001, per share, of TMP Worldwide ("TMP Common Stock"), in exchange for each SOS Common Share;

**WHEREAS**, the respective Boards of Directors of SOS, TMP Sub, and TMP Worldwide deem the merger of TMP Sub with and into SOS, under and pursuant to the terms and conditions herein set forth or referred to, desirable and in the best interest of their respective corporations and their respective shareholders;

**WHEREAS**, the respective Boards of Directors of SOS, TMP Sub, and TMP Worldwide have entered into an Agreement and Plan of Merger dated March 31, 2000 (the "Merger Agreement") and adopted resolutions or executed unanimous written consents approving the Merger Agreement and this Plan of Merger;

**WHEREAS**, the Boards of Directors of SOS and TMP Sub each have submitted the Merger Agreement and this Plan of Merger to their respective shareholders for their approval, which approval has been received; and

**WHEREAS**, shareholder approval is not required of TMP Worldwide;

**NOW, THEREFORE**, in consideration of the premises and of the mutual covenants and agreements set forth herein, the receipt and adequacy of which are hereby acknowledged, the parties hereto agree as follows:

**ARTICLE I**  
**Merger and Name of Surviving Corporation**

**1.1    The Merger.** Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as hereinafter defined), TMP Sub shall be merged with and into SOS pursuant to the provisions of, and with the effect provided under, the Florida Business Corporation Act (said transaction being referred to herein as the "Merger"). At the Effective Time, the separate existence of TMP Sub shall cease and SOS, as the surviving entity, shall continue unaffected and unimpaired by the Merger and shall continue to be governed by the laws of the State of Florida. (SOS as existing on and after the Effective Time is sometimes referred to as the "Surviving Corporation.")

**1.2    Name of Surviving Corporation.** The name of the Surviving Corporation shall remain System One Services, Inc.

**ARTICLE II**  
**Articles of Incorporation and Bylaws**

The Articles of Incorporation and Bylaws of SOS in effect immediately prior to the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Corporation. The Articles of Incorporation of SOS are hereby amended and restated in their entirety to read as follows:

**"AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SYSTEM ONE SERVICES, INC.**

System One Services, Inc., a Florida corporation (the "Corporation"), whose Articles of Incorporation were originally filed with the Florida Department of State on December 9, 1997, adopts the following Amended and Restated Articles of Incorporation:

**FIRST:**        The corporate name for the Corporation is System One Services, Inc.

**SECOND:**      The street address of the principal office of the Corporation is 1633 Broadway, 33rd Floor, New York, New York 10019.

The mailing address of the Corporation is c/o TMP Worldwide Inc. 1633 Broadway, 33rd Floor, New York, New York 10019, Attn: Myron Olesnyckyj.

**THIRD:**        The number of shares that the Corporation is authorized to issue is 100, all of which are of a par value of \$.01 dollars each and are of the same class and are common shares.



FOURTH: The street address of the registered office of the Corporation in the State of Florida is One Harbour Place, Suite 500, Tampa, Florida 33602.

The name of the registered agent of the Corporation at the said registered office is David P. Burke.

FIFTH: The number of directors constituting the Board of Directors shall be one (1) and the name and address of the member of the Board of Directors, who, subject to the provisions of these Articles of Incorporation, the bylaws and the laws of Florida, shall hold office until his successor is elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Andrew J. McKelvey	c/o TMP Worldwide Inc. 1633 Broadway, 33rd Floor New York, NY 10019

SIXTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To have all of the general powers granted to corporations under the Florida Business Corporation Act, whether granted by specific authority or by construction of law.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person."

**ARTICLE III**  
**Board of Directors**

The officers and directors of TMP Sub in office at the Effective Time shall be the officers and directors of the Surviving Corporation until removed as provided by law or until the election or appointment of their respective successors.

**ARTICLE IV**  
**Effect of Merger**

At the Effective Time, all of the assets and liabilities of TMP Sub shall become assets and liabilities of SOS.

**ARTICLE V**  
**Conversion of SOS Securities**

**4.1 Conversion of SOS Common Shares.** At the Effective Time, each SOS Common Share issued and outstanding immediately prior to the Effective Time shall by virtue of the Merger be converted as follows:

(a) for those SOS shareholders electing to execute and deliver a signature page to the Merger Agreement, into 0.16223 shares of TMP Common Stock; or

(b) for those SOS shareholders electing not to execute and deliver a signature page to the Merger Agreement, into \$12.51.

TMP Worldwide shall not be required to issue fractional shares of TMP Common Stock and any resulting fractional shares shall be rounded up to the nearest whole share of TMP Common Stock issuable to the shareholders of SOS in exchange for their SOS Common Shares

**4.2 Conversion of TMP Sub Common Shares.** At the Effective Time, the one (1) TMP Sub Common Share issued and outstanding immediately prior to the Effective Time shall by virtue of the Merger be converted into one share of the Surviving Corporation.

**4.3 Cancellation of Securities.** At the Effective Time, all of the issued and outstanding SOS Common Shares by virtue of the Merger and without any action on the part of the holders thereof shall no longer be outstanding and shall be cancelled and extinguished and shall cease to exist. At and after the Effective Time, each certificate or certificates theretofore representing outstanding SOS Common Shares (any such certificate being referenced to herein as a "Certificate") shall be deemed for all purposes as only evidencing ownership of, and the right to receive, that number of shares of TMP Common Stock into which the shares represented by the Certificate have been converted in accordance with Section 4.1. After the Effective Time, each holder of a Certificate shall cease to have any rights with respect to SOS Common Shares, except to receive a certificate representing that number of shares of TMP Common Stock into which such SOS Common Shares represented by such Certificates shall have been converted.

**ARTICLE VI**  
**Effective Time**

Upon compliance with applicable law and upon satisfaction of other conditions precedent to the Merger, Articles of Merger evidencing the transactions contemplated herein shall be delivered for filing with the Florida Department of State. The Merger shall be effective at the time and date of filing of the Articles of Merger, which is the time and date specified in the Articles of Merger (the "Effective Time").

**ARTICLE VII**  
**Conditions Precedent**

This Plan of Merger is made pursuant and subject to, and the obligations of SOS, TMP Sub, and TMP Worldwide to effect the Merger as herein provided shall be subject to, satisfaction, unless duly waived, of the conditions set forth in the Merger Agreement.

**ARTICLE VIII**  
**Abandonment and Termination**

Notwithstanding anything contained in the Plan of Merger to the contrary and notwithstanding adoption hereof by the shareholders of SOS and TMP Sub, this Plan of Merger may be terminated and the Merger abandoned as provided in the Merger Agreement.