

Division of Corporations

P98000106567

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
HUDSON HIGHLAND GROUP, INC.

Certificate of Status	0
Certified Copy	0
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Merger
CEP
3/27
3/26/2003
(4)

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAI INTERNATIONAL HOLDINGS, INC., a Florida corporation, document
number P98000106567

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

LAI INTERNATIONAL HOLDINGS, 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 LAI International Holdings, Inc. ("LAI") with and into Hudson Highland Group, Inc. ("Hudson") as approved by the Board of Directors of LAI on March 20, 2003, and adopted by unanimous written consent of the Board of Directors of Hudson on March 20, 2003.

2. The merger of LAI 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.

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

4. Hudson is the owner of all the issued shares of LAI, and has waived the mailing of a copy of the Plan of Merger to itself.

5. The effective date of the merger herein provided for shall be the date of the filing of the Articles of Merger with the Florida Department of State.

Executed on March 20, 2003

HUDSON HIGHLAND GROUP, INC.

By: 

Name: Jon Chait

Title: President and Chief Executive Officer

LAI INTERNATIONAL HOLDINGS, INC.

By: 

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 LAI International Holdings, Inc. ("LAI"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges LAI 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 upon the filing of the Articles of Merger with the Florida Department of State and the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; 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 LAI 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.