

V29998

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

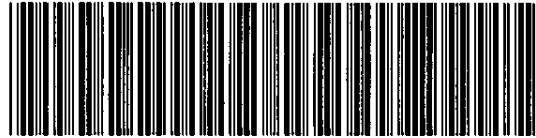
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900082234729

12/21/06--01009--011 \*\*105.00

**EFFEKTIV DÄT**  
**01-01-07**

**FILED**  
2006 DEC 21 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2006 DEC 21 AM 11:29  
NO. FILED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

*Merger*

C. Goulette DEC 21 2006

CT Corporation System

December 21, 2006

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 6811855 SO  
Customer Reference 1: 00342.00833  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

~~M...~~ (FL)  
~~Merger (Survivor)~~  
~~Florida~~

~~...~~ (FL)  
~~Merger (Discontinuing Company)~~  
~~Florida~~


MPS Group, Inc. (FL)  
Merger (Survivor)  
Florida

→ 3 Corporations

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

  
Ashley A Mitchell  
Fulfillment Specialist  
Ashley.Mitchell@wolterskluwer.com

**ARTICLES OF MERGER**

of

**MPS Asset Management Corp.**  
(a Florida corporation)

and

**MPS IP Services Corp.**  
(a Florida corporation)

into

**MPS Group, Inc.**  
(a Florida corporation)

FILED  
2006 DEC 21 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
01-01-07

Pursuant to Sections 607.1105 and 607.1104 of the Florida Business Corporation Act (the "Act"), MPS Group, Inc., a Florida corporation (the "Surviving Entity"), MPS Asset Management Corp., a Florida corporation and wholly-owned subsidiary of the Surviving Entity ("MPS Asset"), and MPS IP Services Corp., a Florida corporation and wholly-owned subsidiary of the Surviving Entity ("MPS IP", and together with MPS Asset, the "Merging Entities"), hereby submit these Articles of Merger.

**FIRST:** The exact name, mailing address of its principal office, jurisdiction, and document number for the Surviving Entity is as follows:

MPS Group, Inc., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its Florida Document Number being V29998.

**SECOND:** The exact name, mailing address of principal office, jurisdiction, and document number for each of the Merging Entities is as follows:

MPS Asset Management Corp., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its Florida Document Number being P97000094831.

MPS IP Services Corp., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its Florida Document Number being P97000029845.

**THIRD:** The Plan of Merger is attached hereto as Exhibit A.

**FOURTH:** The merger shall become effective on January 1, 2007.

**FIFTH:** The Plan of Merger was adopted by the Board of Directors of the Surviving Entity pursuant to a written consent dated December 14, 2006, in accordance with Section 607.1104 of the Florida Business Corporation Act and shareholder approval was not required.


**SIXTH:** The Plan of Merger was adopted by the Board of Directors of MPS Asset pursuant to a written consent dated December 14, 2006, in accordance with Section 607.1104 of the Florida Business Corporation Act and shareholder approval was not required.

**SEVENTH:** The Plan of Merger was adopted by the Board of Directors of the MPS IP pursuant to a written consent dated December 14, 2006, in accordance with Section 607.1104 of the Florida Business Corporation Act and shareholder approval was not required.


**EIGHTH:** The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the parties hereto have caused these Articles of Merger to be executed by their duly authorized officer as of this 14th day of December 2006.


**MPS ASSET MANAGEMENT CORP.**

By:   
Name: Gerald G. Robinson  
Title: Vice President

**MPS IP SERVICES CORP.**

By:   
Name: Gerald G. Robinson  
Title: Vice President, Tax

**MPS GROUP, INC.**

By:   
Name: Gregory D. Holland  
Title: Senior Vice President,  
Chief Legal Officer and Secretary

**Exhibit A**  
**PLAN OF MERGER**

of

**MPS Asset Management Corp.**  
**(a Florida corporation)**

and

**MPS IP Services Corp.**  
**(a Florida corporation)**

into

**MPS Group, Inc.**  
**(a Florida corporation)**

THIS AGREEMENT AND PLAN OF MERGER dated as of December 14, 2006 (“Plan of Merger”), is made and entered into by and among MPS Asset Management Corp., a Florida Corporation (“MPS Asset”), MPS IP Services Corp., a Florida corporation (“MPS IP”, and together with MPS Asset, the “Merging Entities”), and MPS Group, Inc., a Florida corporation (the “Surviving Entity”).

**RECITALS**

WHEREAS, each of the Merging Entities is a Florida corporation and a wholly-owned subsidiary of the Surviving Entity; and

WHEREAS, the parties to this Plan of Merger desire to merge the Merging Entities with and into the Surviving Entity;

NOW THEREFORE, in consideration of the premises and of the mutual agreements herein contained, and other good and value consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby agree as follows.

**ARTICLE I**

**NAMES OF THE MERGING ENTITIES**

The exact name, mailing address of principal office, jurisdiction, and entity type for MPS Asset is as follows:

MPS Asset Management Corp., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its Florida Document Number being P97000094831.

The exact name, mailing address of principal office, jurisdiction, and entity type for MPS IP is as follows:

MPS IP Services Corp., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its Florida Document Number being P97000029845.

## **ARTICLE II**

### **NAME OF THE SURVIVING ENTITY**

The exact name, mailing address of its principal office, jurisdiction, and entity type for the Surviving Entity is as follows:

MPS Group, Inc., a Florida corporation, with its principal office at One Independent Drive, Jacksonville, Florida 32202, and its Florida Document Number being V29998.

## **ARTICLE III**

### **MERGER**

Subject to the terms and conditions of this Plan of Merger, as of the Effective Time (as defined below), the Merging Entities shall be merged with and into the Surviving Entity (the "Merger") pursuant to the provisions of, and with the effect provided in, the Florida Business Corporation Act (the "Florida Act"). At the Effective Time, the separate existence and organization of each of the Merging Entities shall cease, and the Surviving Entity shall continue its corporate existence and organization unaffected and unimpaired by the Merger as the surviving entity under the name "MPS Group, Inc.", and shall continue to be governed by the laws of the State of Florida.

## **ARTICLE IV**

### **SHAREHOLDER APPROVAL**

Pursuant to Section 607.1104 of the Florida Act, approval of this Plan of Merger by the shareholders of either of the Surviving Entity or the Merging Entities is not required. This Plan of Merger, and any related matters, was approved by the Board of Directors of the Surviving Entity and by the Board of Directors of the Merging Entities. Shareholders of the Merging Entities, which are wholly-owned subsidiaries of the Surviving Entity, who, except for the applicability of Section 607.1104 of the Florida Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the Florida Act, may be entitled, if they comply with the provisions of the Florida Act regarding appraisal rights, to be paid the fair value of their shares.

## ARTICLE V

### FILING ARTICLES OF MERGER AND; EFFECTIVE TIME OF THE MERGER

Section 1. Filing Articles of Merger. If this Plan of Merger is not hereafter terminated or abandoned as permitted by the provisions hereof, then Articles of Merger evidencing the transactions contemplated herein shall be filed and recorded in accordance with the Florida Act.

Section 2. Effective Time of Merger. The Merger shall be effective at 12:00 A.M., Eastern Standard Time, on January 1, 2007, or, if later, at the time and on the date at which the Articles of Merger are filed with the Florida Department of State (such date and time being herein referred to as the "Effective Time").

## ARTICLE VI

### ARTICLES OF ORGANIZATION AND BYLAWS

The Articles of Incorporation and the Bylaws of the Surviving Entity in effect immediately prior to the Effective Time shall be the Articles of Incorporation and the Bylaws of the Surviving Entity upon the Effective Time, in each case until amended in accordance with applicable law.

## ARTICLE VII

### PURPOSES OF THE SURVIVING ENTITY

The purposes of the Surviving Entity shall be to engage in the activities identified in its Articles of Incorporation and any other activities in which a corporation organized under the Florida Act may engage.

## ARTICLE VIII

### BOARD OF DIRECTORS AND OFFICERS

At the Effective Time, the Board of Directors of the Surviving Entity shall consist of those persons serving as directors of record of the Surviving Entity immediately prior to the Effective Time. At the Effective Time, the Officers of the Surviving Entity shall consist of those persons serving as officers of record of the Surviving Entity immediately prior to the Effective Time.

## ARTICLE IX

### CONVERSION OF SHARES

Section 1. Conversion of MPS Asset Shares: At the Effective Time and by virtue of the Merger and without any action on the part of any of MPS Asset, the Surviving Entity, or the



shareholders thereof, each share of MPS Asset stock outstanding immediately before the Effective Time shall be cancelled and shall cease to exist from and after the Effective Time. No shares of stock of the Surviving Entity or any other consideration shall be issued in exchange therefor.

Section 2.     Conversion of MPS IP Shares: At the Effective Time and by virtue of the Merger and without any action on the part of any of MPS IP, the Surviving Entity, or the shareholders thereof, each share of MPS IP stock outstanding immediately before the Effective Time shall be cancelled and shall cease to exist from and after the Effective Time. No shares of stock of the Surviving Entity or any other consideration shall be issued in exchange therefor.

Section 3.     Effect on the Surviving Entity Shares: The Merger shall have no effect on the shares of the Surviving Entity issued and outstanding at the Effective Time, and the authorized capital stock of the Surviving Entity following the Effective Time shall remain the same as prior to the Effective Time, unless and until the same shall be changed in accordance with Florida law.

## **ARTICLE X**

### **FURTHER ASSURANCES**

If at any time the Surviving Entity shall consider or be advised that any further assignments, conveyances or assurances are necessary or desirable to vest, perfect or confirm in the Surviving Entity title to any property or rights of each of the Merging Entities, or otherwise carry out the provisions hereof, the proper officers and directors of each of the Merging Entities as of the Effective Time, and thereafter the officers of the Surviving Entity, acting on behalf of the Merging Entities, shall execute and deliver any and all property assignments, conveyances and assurances, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise carry out the provisions hereof.

## **ARTICLE XI**

### **TERMINATION**

This Agreement may be terminated at any time before the Effective Time of the Merger if the Boards of Directors of each of the Merging Entities and the Surviving Entity duly adopt resolutions abandoning this Plan of Merger.

## **ARTICLE XII**

### **MISCELLANEOUS**

Section 1.     Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida applicable to agreements made and entirely to be performed in such jurisdiction. EACH OF THE PARTIES HERETO WAIVES ANY AND ALL RIGHT TO TRIAL BY JURY IN ANY LEGAL PROCEEDING ARISING OUT OF OR RELATING TO THIS PLAN OF MERGER OR THE TRANSACTIONS CONTEMPLATED HEREBY.

Section 2. Binding Agreement. This Plan of Merger and the covenants and agreements herein contained shall inure to the benefit of and shall bind the respective parties hereto and their respective successors and assigns.

Section 3. Entire Agreement. This Plan of Merger contains the entire agreement between the parties hereto with respect to the subject matter hereof, and supersedes all prior agreements and understandings, oral or written, between the parties with respect thereto.

Section 4. Counterparts. This Plan of Merger may be executed in counterparts (including by facsimile transmission), each of which shall be deemed an original but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized officers as of this 14th day of December 2006.

**MPS ASSET MANAGEMENT CORP.**

By: Gerald G. Robison  
Name: Gerald G. Robison  
Title: Vice President

**MPS IP SERVICES CORP.**

By: Gerald G. Robison  
Name: Gerald G. Robison  
Title: Vice President, Tax

**MPS GROUP, INC.**

By: DH  
Name: Gregory D. Holland  
Title: Senior Vice President,  
Chief Legal Officer and Secretary