

V29998
 Florida Department of State
 Division of Corporations
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**MERGER OR SHARE EXCHANGE
MPS GROUP, INC.**

Certificate of Status	0
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Page Count	05
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235.00

C. LEWIS
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EXAMINER

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TALLAHASSEE, FLORIDA

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PROFESSIONAL SERVICES, INC.
BALLANTRAE, FLORIDA

Articles of Merger
of
FIRST SHORE, INC. P03000156481
a Florida Corporation
of
MPS GROUP, LLC LD1000000493
a Florida Limited Liability Company
of
SCIENTIFIC STAFFING, INC.
a Pennsylvania corporation
of
MPS GROUP OUTPLACEMENT CO.
a Pennsylvania corporation
of
MODIS PROFESSIONAL SERVICES, INC. P01000069135
a Florida Corporation
of
SOLIANT, INC. P03000156475
a Florida Corporation
Into
MPS GROUP, INC. V29998
a Florida corporation

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with Florida Statutes 607.1109 and 608.438

FIRST: The exact names, jurisdictions and entity type for each merging parties are as follows:

FIRST SHORE, INC.	Florida	Business Corporation
MPS GROUP, LLC	Florida	Limited Liability Company
SCIENTIFIC STAFFING, INC.	Pennsylvania	Business Corporation
MPS GROUP OUTPLACEMENT CO.	Pennsylvania	Business Corporation
MODIS PROFESSIONAL SERVICES, INC.	Florida	Business Corporation
SOLIANT, INC.	Florida	Business Corporation
MPS GROUP, INC.	Florida	Business Corporation

Survivor SECOND: The exact name, jurisdiction and entity type of the surviving party is:

MPS GROUP, INC.	Florida	Business corporation
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THIRD: The attached plan of merger was approved by the Florida domestic corporations in accordance with the provisions of Chapter 607 of the Florida Statutes.

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TALLAHASSEE, FLORIDA

FOURTH: The attached plan of merger was approved by the Delaware Limited Liability Company that is party to this merger in accordance with the applicable laws of the state under which it is formed.

FIFTH: The effective date of these articles of merger is January 1, 2011, at 12:01 AM.

SIXTH: Signatures for each party:

FIRST SHORE, INC.

MPS GROUP, LLC

DIANA R. KARABELAS, ASST. SECY / Lorelei DePalo, VP
SCIENTIFIC STAFFING, INC.

DIANA R. KARABELAS, ASST. SECY / Lorelei DePalo, VP
MPS GROUP OUTPLACEMENT CO.

DIANA R. KARABELAS, ASST. SECY / Lorelei DePalo, VP
MODIS PROFESSIONAL SERVICES, INC.

DIANA R. KARABELAS, ASST. SECY / Lorelei DePalo, VP
SOLIANT, INC.

DIANA R. KARABELAS, ASST. SECY / Lorelei DePalo, VP
MPS GROUP, INC.

DIANA R. KARABELAS, ASST. SECY / Lorelei

DIANA R. KARABELAS, ASST. SECY / Lorelei DePalo, VP

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SUNSHINE COUNTY
WALAHASSEE, FLORIDA

PLAN OF MERGER

First: MPS GROUP, INC., a corporation organized under the laws of the State of Florida (hereinafter called "Surviving Corporation") shall merge with and assume the liabilities and obligations of the following corporations (hereinafter called "Merging Corporations"):

- | | |
|-----------------------------------|-------------------------------------|
| First Shore, Inc. | a Florida corporation |
| MPS Group, LLC | a Florida limited liability company |
| Scientific Staffing, Inc. | a Pennsylvania corporation |
| MPS Group Outplacement Co. | a Pennsylvania corporation |
| Modis Professional Services, Inc. | a Florida corporation |
| Soliant, Inc. | a Florida corporation |

Second: The effective date of the merger is January 1, 2011, at 12:01 AM.

Third: On the effective date of the merger all of the issued and outstanding shares and membership interests of the above-referenced Merging Corporations shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange thereof.

Fourth: The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the corporation surviving the merger.

Fifth: The bylaws of the Surviving Corporation shall be the bylaws of the corporation surviving the merger.

Sixth: The directors and officers of the Surviving Corporation shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

Seventh: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary proper to effect merger.

Eighth: That this plan/agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Pennsylvania and Pennsylvania Commonwealth business corporation law.

Ninth: That the executed plan/agreement of merger is on file at an office of the Surviving Corporation and the address is One Independent Drive, STE 800, Jacksonville, FL 32202.

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CORPDIRECT AGENTS

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Tentb:

That a copy of the plan/agreement of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

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