

150.00
Filing fee: \$500.00

**ARTICLES OF MERGER (SUBSIDIARY)
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO**

ROBERT HALF INTERNATIONAL INC.,

Pursuant to the provisions of Sections 7-1.1-68.1 and 7-1.1-70 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Merger for the purpose of merging the subsidiary corporation(s) into itself:

FIRST: The names of the merging corporations and the States under the laws of which they are respectively organized are:

Name of Corporation	State
ROBERT HALF OF PROVIDENCE, INC.	RHODE ISLAND
ROBERT HALF INTERNATIONAL INC. <i>into</i>	DELAWARE

SECOND: The laws of the State(s) under which the foreign corporation(s) is (are) organized permit such merger.

THIRD: The name of the surviving corporation is

ROBERT HALF INTERNATIONAL INC.

and it is to be governed by the laws of the State of DELAWARE

FOURTH: The following Plan of Merger was approved by the directors of the undersigned corporation in the manner prescribed by said Section 7-1.1-68.1 and as required by the applicable laws of the State under which it is organized:

(Insert Plan of Merger)

This Plan of Merger is entered into between Robert Half International Inc., a Delaware corporation (herein "Surviving Corporation") and Robert Half of Providence, Inc., a Rhode Island corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be cancelled and no shares of Surviving Corporation shall be issued in exchange therefor.
3. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effective date of the merger is June 30, 1991. The effect of the merger is as prescribed by law.

FIFTH: As to the subsidiary corporation(s), the number of shares outstanding, and the designation and number of outstanding shares of each class and the number of shares of each class owned by the surviving corporation are as follows:

Number of shares outstanding	Number of shares owned by surviving corporation	Designation of class	Number of shares	Number of shares owned by surviving corporation
100	100	Common	100	100

SIXTH: A copy of the Plan of Merger was mailed to the shareholders of the subsidiary corporation(s) on June 3, 1991

SEVENTH: If the surviving corporation is to be governed by the laws of any other State, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the above listed domestic corporation(s) and in any proceeding for the enforcement of the rights of any dissenting shareholder of such domestic corporation(s) against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation(s) the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

EIGHTH: Time merger is to become effective (§7-1.1-69): June 30, 1991.

Dated June 24, 1991

ROBERT HALF INTERNATIONAL INC.

(Exact Corporate Name)

By [Signature]

(Its Vice President)

and [Signature]

(Its Secretary)

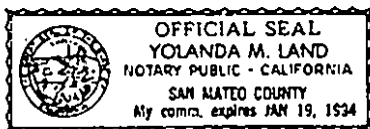
STATE OF CALIFORNIA

COUNTY OF SAN MATEO

} Sc.

At Menlo Park in said county on the 24th day of June 1991, before me personally appeared Steven Karel & Max Thek who being by me first duly sworn, declared that he is the Vice President & Secretary of Robert Half International Inc. that he signed the foregoing document as such Vice President & Secretary of the corporation, and that the statements therein are true.

[Signature]
(Notary Public)



Rec'd & Filed JUN 25 1991

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RECEIVED
SECRETARY OF STATE
(R. I. - 2141)315
JUN 25 11 52 AM '91



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

FAX (401) 277-6006

June 21, 1991

TO WHOM IT MAY CONCERN:

Re: ROBERT HALF OF PROVIDENCE, INC.

It appears from our records that the abovenamed corporation has filed all of the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the abovenamed corporation for the purpose of :

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Ernest A. DeAngelis
Chief Revenue Agent
Corporations