

Filing fee: \$50.00

14040

**ARTICLES OF MERGER
OF DOMESTIC SUBSIDIARY CORPORATION
INTO
ROBERT HALF OF PROVIDENCE, INC.**

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

FIRST: 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:

(Insert Plan of Merger)

1. The Plan of Merger is as follows: That Robert Half of Providence, Inc. adopts this Plan of Merger, effective as of April 30, 1982, merging into itself Accountemps of Providence, Inc., its sole owned subsidiary, all of the stock of the merged corporation shall be automatically cancelled on the effective date of the merger and no shares, rights, obligations or other securities of Robert Half of Providence, Inc. shall be issued in exchange therefor so that the authorized and outstanding shares of Robert Half of Providence, Inc. shall remain unchanged.

SECOND: As to the subsidiary corporation, 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:

<u>Number of shares outstanding</u>	<u>Number of shares owned by surviving corporation</u>	<u>Designation of class</u>	<u>Number of shares</u>	<u>Number of shares owned by surviving corporation</u>
100	100	No Par Common	-----	-----

THIRD: A copy of the plan of merger was mailed to the shareholders of the subsidiary corporation on April 21, 1982.

FOURTH: Time merger to become effective ~~1982-04-30~~ on April 30, 1982.

Dated April 30, 1982.

ROBERT HALF OF PROVIDENCE, INC.

By *Herbert J. Myers*
HERBERT J. MYERS

Its President

and

Beverly J. Myers
BEVERLY J. MYERS

Its Secretary

COMMONWEALTH OF MASSACHUSETTS

~~SIXTH OF BROAD ISLAND~~

} Sc.

COUNTY OF SUFFOLK

At Boston, Massachusetts in said county on the 21st day of April 21, 1982, before me personally appeared Herbert J. Myers, who being by me first duly sworn, declared that he is the President of Robert Half of Providence, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Francis J. [Signature]
Notary Public
My Comm expires Dec 27, 1986

ROBERT HALF OF PROVIDENCE, INC.
UNANIMOUS CONSENT OF DIRECTORS
TO ACTION IN LIEU OF A MEETING

We, the undersigned, being all of the Directors of Robert Half of Providence, Inc., do hereby adopt the following action by this unanimous consent of Directors in lieu of a meeting.

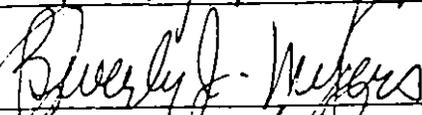
VOTED: That this corporation adopt Plan of Merger, effective as of April 30, 1982, merging into itself Accountemps of Providence, Inc.; and that the President, Herbert J. Myers and the Clerk, Beverly J. Myers, be and they hereby are authorized and instructed on its behalf to execute the aforesaid Certificate of Merger and to take such other and further actions as may be necessary, desirable or convenient for the purpose of effectuating the same; and further

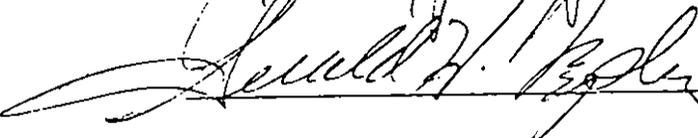
VOTED: That the officers of this corporation be, and they hereby are, authorized and directed to take such other and further action and to execute, seal, acknowledge and file with the proper authorities, a Certificate of Merger, and such other documents as may be necessary, desirable or convenient for the purpose of effectuating and consummate the merger set forth above; and further

VOTED: All of the outstanding shares of stock of the merged corporation shall be automatically cancelled on the effective date of the merger and no shares, rights, obligations or other securities of this corporation shall be issued in exchange therefor so that the authorized and outstanding shares of this corporation shall remain unchanged.

Dated as of April 21, 1982.









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