

Division of Corporations

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851619

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MERGER OR SHARE EXCHANGE  
CGI Technologies and Solutions Inc.

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Merger  
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**ARTICLES OF MERGER  
FOR  
FLORIDA PROFIT CORPORATION**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

**FIRST:** The exact name, form/entity type and jurisdiction of the surviving corporation is as follows:

Name of Entity	Jurisdiction	Document #
CGI TECHNOLOGIES AND SOLUTIONS INC.	Delaware	851619

**SECOND:** The exact name, form/entity type and jurisdiction of the merging corporation is as follows:

Name of Entity	Jurisdiction	Document #
CGI SYSTEMS MANAGEMENT, INC.	Florida	P98000108118

**THIRD:** The Plan of Merger effecting the merger of the merging corporation with and into the surviving corporation is attached hereto as Exhibit A.

**FOURTH:** The merger shall become effective on April 30, 2014.

**FIFTH:** The Plan of Merger was adopted by the board of directors of the surviving corporation on April 30, 2014 and shareholder approval was not required.

**SIXTH:** The Plan of Merger was adopted by the board of directors of the merging corporation on April 30, 2014 and shareholder approval was not required.

*[Signature Page Follows]*

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by an authorized officer on April 30, 2014.

CGI TECHNOLOGIES AND SOLUTIONS INC., a Delaware corporation

By: *R. David Anderson*  
Name: R. David Anderson  
Title: Executive Vice-President and Chief Financial Officer

CGI SYSTEMS MANAGEMENT, INC., a Florida corporation

By: *R. David Anderson*  
Name: R. David Anderson  
Title: Executive Vice-President and Chief Financial Officer

**EXHIBIT A  
PLAN OF MERGER**

**FIRST:** The exact name of the surviving corporation is: COI TECHNOLOGIES AND SOLUTIONS INC., a Delaware corporation (the "Company").

**SECOND:** The exact name of the merging corporation is: COI SYSTEMS MANAGEMENT, INC., a Florida corporation ("Merger Sub").

**THIRD:** The terms and conditions of the merger are as follows:

**Merger.**

Merger Sub will merge with and into the Company in accordance with the Florida Business Corporation Act and the General Corporation Law of Delaware (the "Merger") at the Effective Time. The Company will be the corporation surviving the Merger (the "Surviving Corporation"). From and after the Effective Time, the Surviving Corporation shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions, disabilities and duties of the Company and Merger Sub, to the fullest extent provided under the Florida Business Corporation Act and the General Corporation Law of Delaware.

**Effect of Merger.**

(i) Merger Sub and the Company will (1) cause the articles of merger (the "Articles of Merger") to be executed and filed with the State of Florida and (2) cause the certificate of ownership and merger (the "Delaware Merger Certificate") to be executed and filed with the State of Delaware.

(ii) The Merger shall become effective on April 30, 2014 (the "Effective Time"). The Merger shall have the effect set forth in the Florida Business Corporation Act and the General Corporation Law of Delaware. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of either Merger Sub or the Company to carry out and effectuate the Merger.

**FOURTH:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the Surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The outstanding shares of the Merger Sub shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the Company is the owner of all outstanding shares of the Merger Sub, but each such share which is outstanding as of the Effective Time shall be surrendered and extinguished. The outstanding shares of the Company as of the Effective Time shall be unchanged and shall constitute the outstanding shares of the Surviving Corporation.

**FIFTH:** The certificate of incorporation of the Company in effect immediately prior to the Effective Time shall be the certificate of incorporation of the Surviving Corporation. The bylaws of the Company in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation.

**SIXTH:** Shareholders of Merger Sub who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares. Because the Surviving Corporation wholly owns the Merger Sub, there are no shareholders to whom dissenters' rights apply.