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MERGER OR SHARE EXCHANGE

IMAGERIGHT, INC.

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**STATE OF FLORIDA
ARTICLES OF MERGER
OF**

COMPUTERS BY DESIGN, INC.
(a Florida corporation)

WITH AND INTO

IMAGERIGHT, INC.
(a Georgia corporation)

Pursuant to Sections 607.1101, 607.1103, 607.1105 and 607.1107 of the Florida Business Corporation Act, Computers by Design, Inc., a Florida corporation ("CBD"), and ImageRight, Inc., a Georgia corporation ("ImageRight"), adopt the following Articles of Merger. The name of the surviving corporation, upon the effective date of merger, will be ImageRight, Inc.

ADOPTION OF PLAN

On the 28th day of March, 2008 (the "Adoption Date"), the board of directors of CBD and ImageRight, respectively, adopted the Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"). On the Adoption Date, the sole shareholder of CBD and ImageRight, respectively, adopted the Plan of Merger pursuant to written action without a meeting.

PLAN OF MERGER

The plan of merger is as set forth in the Plan of Merger.

EFFECTIVE DATE

The merger of CBD with and into ImageRight will become effective on the date of the filing of these Articles of Merger with the Department of State of the State of Florida.


SURVIVING CORPORATION

CBD shall merge with and into ImageRight with ImageRight as the surviving corporation. The principal office of ImageRight is located at 1510 Klondike Road, Suite 400, Conyers, GA 30094. ImageRight is deemed to have appointed the Secretary of State of Florida as its agent for service of process in any proceeding to enforce any obligation of CBD.

[Signature page follows]

[Signature Page to Articles of Merger of CBD with and into ImageRight]

COMPUTERS BY DESIGN, INC.
a Florida corporation

By: 
Name: John Morrow
Title: Senior Vice President

IMAGERIGHT, INC.
a Georgia corporation

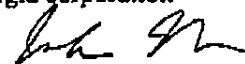
By: 
Name: John Morrow
Title: Senior Vice President

EXHIBIT A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of March 28, 2008, by and between ImageRight, Inc., a Georgia corporation, and Computers by Design, Inc., a Florida corporation. Pursuant to Section 14-2-1101 of the Georgia Business Corporation Code, the parties hereby agree that Computers by Design, Inc. shall merge with and into ImageRight, Inc. (the "Merger") according to the terms set forth below:

FIRST: The name of the surviving corporation is ImageRight, Inc. (as such, the "Surviving Corporation"). The name of the disappearing corporation is Computers by Design, Inc.

SECOND: The Merger shall be effective as of March 31, 2008 (the "Effective Date"). Upon the Merger, the corporate existence of ImageRight, Inc., with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of Computers by Design, Inc., with all its purposes, powers and objects, shall be merged with and into ImageRight, Inc., and ImageRight, Inc., as the Surviving Corporation, shall be fully vested therewith. The separate existence and corporate organization of Computers by Design, Inc. shall cease as of the Effective Date.

THIRD: Pursuant to Section 14-2-1103 of Georgia Business Corporation Code, the sole shareholder of both ImageRight, Inc. and Computers by Design, Inc. have, by written consent, duly approved the Merger.

FOURTH: As of the Effective Date, (A) the issued and outstanding shares of the capital stock of ImageRight, Inc. shall, by virtue of the Merger and without any action by the holder thereof, be and become shares of the Surviving Corporation in the Merger; and (B) the certificates representing the issued and outstanding shares of Computers by Design, Inc. shall be cancelled.

FIFTH: From and after the Effective Date, the Articles of Incorporation of Computers by Design, Inc. shall be deemed repealed, and the Articles of Incorporation of ImageRight, Inc. shall be the Articles of Incorporation of the Surviving Corporation.

SIXTH: From and after the Effective Date, the bylaws of Computers by Design, Inc. shall be deemed repealed, and the bylaws of the ImageRight, Inc. shall be the bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.


SEVENTH: The directors and officers in office of ImageRight, Inc. upon the Effective Date of the Merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

EIGHTH: A request for publication of Notice of Merger and payment therefore will be made as required by Section 14-2-1105.1(b) of the Code.

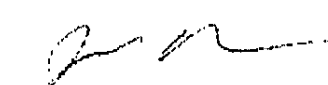
[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

IMAGERIGHT, INC.

By: 
Name: _____
Title: John Morrow
Senior Vice President

COMPUTERS BY DESIGN, INC.

By: 
Name: _____
Title: John Morrow
Senior Vice President