

To: FL Dept. of State
Subject: 000631.40996

From: Katie Wonsch

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MERGER OR SHARE EXCHANGE

PRECISION RESPONSE CORPORATION

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8/4/2005 3:43:48 PM

FILED
05 AUG -4 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF
PRECISION RESPONSE OF COLORADO, INC.
(a Delaware corporation)
INTO
PRECISION RESPONSE CORPORATION
(a Florida corporation)

FILED
05 AUG -4 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger for the purpose of merging Precision Response of Colorado, Inc. ("PRColorado") with and into Precision Response Corporation ("PRC").

FIRST: Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging PRColorado with and into PRC (the "Merger").

SECOND: The Merger shall become effective upon the later of (i) the filing of these Articles of Merger with the Department of State of Florida or (ii) the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time"). At the Effective Time, PRColorado shall be merged with and into PRC, with PRC being the surviving corporation of the merger, and the separate existence of PRColorado shall thereupon cease.

THIRD: The merger of PRColorado with and into PRC is permitted by the laws of the jurisdiction of organization of PRColorado and is in compliance with said laws. Pursuant to Section 607.1104 of the FBCA and Section 253 of the Delaware General Corporation Law, shareholder approval was not required. The Agreement and Plan of Merger was adopted by the Board of Directors of PRC and by the Board of Directors of PRColorado on August 3, 2005.

[signature page follows]

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IN WITNESS WHEREOF, each of PRC and PRCOLORADO has caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, as of this 3rd day of August 2005.

PRECISION RESPONSE OF COLORADO, INC.

By: 
Name: Eric Kabot
Title: Secretary

PRECISION RESPONSE CORPORATION

By: 
Name: Eric Kabot
Title: Secretary

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Plan") is made and entered into on this 3rd day of August, 2005 by and between Precision Response Corporation ("PRC"), a corporation organized and existing under the laws of the State of Florida, and Precision Response of Colorado, Inc. ("Colorado"), a corporation organized and existing under the laws of the State of Delaware.

WITNESSETH:

WHEREAS, Colorado is a wholly-owned subsidiary of PRC;

WHEREAS, Section 607.1107 of the Florida Business Corporation Act, as amended (the "FBCA"), authorizes the merger of a foreign corporation into a Florida corporation and Section 252 of the Delaware General Corporation Law (the "DGCL") authorizes the merger of a Delaware corporation into a foreign corporation;

WHEREAS, Section 607.1104 of the FBCA authorizes a parent corporation owning at least 80% of the shares of a corporation or corporations to merge, any such corporation or corporations with another such corporation and Section 253 of the DGCL authorizes a parent corporation owning at least 90% of the shares of a corporation or corporations to merge any such corporation or corporations with any other such corporation;

WHEREAS, PRC and Colorado now desire to merge (the "Merger"), following which PRC shall be the surviving corporation;

WHEREAS, the Board of Directors of PRC has approved the provisions of this Plan and the consummation of the Merger; and

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NOW, THEREFORE, in consideration of the foregoing and of the agreements, covenants and provisions hereinafter contained, and intending to be legally bound, PRC and Colorado hereby agree as follows:

1. MERGER. Subject to the terms and conditions of this Plan, at the Effective Time as defined in paragraph 7 of this Plan, Colorado shall be merged with and into PRC in accordance with Section 253 of the DGCL and Section 607.1004 of the FBCA and any other applicable provisions of law. The separate corporate existence of Colorado shall thereupon cease and PRC shall be the surviving corporation.

2. EFFECT OF MERGER. Upon the Effective Time, Colorado and PRC shall become a single Florida corporation, the separate existence of Colorado shall cease, and in accordance with Section 259 of the DGCL and Section 607.11101 of the FBCA, all of the rights, privileges and powers of each of PRC and Colorado, and all property, real, personal and mixed, and all debts due to PRC and/or Colorado, as well as all other things and causes of action belonging to each of PRC and Colorado, shall be vested in PRC as the surviving corporation, and shall thereafter be the property of PRC as the surviving corporation as they were of each of PRC and Colorado, and the title to any real property vested by deed or otherwise, under the laws of the State of Delaware and the State of Florida, in either PRC or Colorado shall not revert or be in any way impaired by reason of the DGCL or the FBCA; but all rights of creditors and all liens upon any property of PRC and/or Colorado shall be preserved unimpaired, and all debts, liabilities and duties of each of PRC and Colorado shall thenceforth attach to PRC as the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

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3. ARTICLES OF INCORPORATION, BYLAWS AND DIRECTORS AND OFFICERS.

(a) The Articles of Incorporation and Bylaws of PRC in effect immediately prior to the Effective Time shall not be amended in any respect by reason of the Merger and said Articles of Incorporation and Bylaws shall be the Articles of Incorporation and Bylaws of PRC, as the surviving corporation, unless and until amended in accordance with their terms and applicable law.

(b) On and after the Effective Time, until changed in accordance with the Articles of Incorporation and Bylaws of PRC, (i) the directors of PRC shall be the directors of PRC immediately prior to the Effective Time; and (ii) the officers of PRC shall be the officers of PRC immediately prior to the Effective Time.

4. MANNER AND BASIS OF CONVERTING SHARES. As a result of the Merger, (i) each share of Colorado common stock issued and outstanding immediately prior to the Effective Time shall be cancelled and (ii) each share of PRC common stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall constitute the only shares of capital stock of PRC issued and outstanding immediately after the Effective Time.

5. EXPENSES OF THE MERGER. PRC, as the surviving corporation, shall pay all expenses of carrying this Plan into effect and accomplishing the Merger herein provided for.

6. FURTHER ASSIGNMENT OR ASSURANCE. If at any time PRC, as the surviving corporation, shall consider or be advised that any further assignment, conveyance

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or assurance is necessary or advisable to carry out any of the provisions of this Plan, the proper representatives of Colorado as of the Effective Time shall do all things necessary or proper to do so.

7. EFFECTIVE TIME. After satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, PRC, which shall be the surviving corporation of the Merger, shall file a Certificate of Ownership and Merger substantially in the form of Exhibit I hereto with the Secretary of State of the State of Delaware and Articles of Merger substantially in the form of Exhibit II hereto with the Secretary of State of the State of Florida and make all other filings or recordings required by Delaware and Florida law in connection with the Merger. The Merger shall become effective on such date and such time (the "Effective Time") as is specified in the such documents.

8. TERMINATION AND AMENDMENT. Anything in this Plan or elsewhere to the contrary notwithstanding, this Plan and the Merger contemplated hereby may be abandoned either by PRC or Colorado, by an appropriate act of a duly authorized representative thereof, at any time prior to the Effective Time. This Plan may be amended in any respect by the mutual agreement of PRC and Colorado without the approval of the shareholders of PRC or Colorado unless the DGCL or the FBCA requires that such amendment be approved by such shareholders.

9. DESCRIPTIVE HEADINGS. The descriptive headings of the several articles and paragraphs of this Plan are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

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10. GOVERNING LAW. This Plan shall be construed in accordance with and governed by the laws of the State of Florida, without giving effect to principles of conflicts of law.

11. COUNTERPARTS. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effects as if the signatures thereto and hereto were upon the same instrument. This Plan shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

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IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly
executed by their respective authorized representatives as of the day and year first-above
written.

PRECISION RESPONSE CORPORATION .

BY: 

Name: Eric Kabot
Title: Secretary

PRECISION RESPONSE OF COLORADO, INC.

BY: 

Name: Eric Kabot
Title: Secretary

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