

# F94000000250

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Account Number : 072100000016  
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## MERGER OR SHARE EXCHANGE

CG INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, IN

Certificate of Status	0
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CGI MANAGEMENT CONSULTANTS, INC., a Florida corporation, document  
number P99000044090

RAPID APPLICATION DEVELOPERS, INC., a New York corporation not  
qualified in Florida

INTO

**CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC., a**  
Delaware entity, F94000000250

File date: September 26, 2002, effective September 30, 2002

Corporate Specialist: Karen Gibson

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
AMONG  
CGI MANAGEMENT CONSULTANTS, INC.,  
RAPID APPLICATION DEVELOPERS, INC., AND  
CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Section 907 of the Business Corporation Law of New York, and Section 252 of the Delaware General Corporation Law, CGI Information Systems & Management Consultants, Inc., a Delaware corporation (the "Surviving Corporation"), CGI Management Consultants, Inc., a Florida corporation ("MC"), and Rapid Application Developers, Inc., a New York corporation ("RAD"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of MC and RAD into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger:

EFFECTIVE DATE  
9/30/02

**ARTICLE I**

The Agreement and Plan of Merger dated as of September 25, 2002, effecting the merger of MC and RAD with and into the Surviving Corporation is attached to these Articles of Merger as Exhibit A and made a part of these Articles of Merger (the "Plan of Merger").

**ARTICLE II**

As provided in the Plan of Merger, the Merger shall be effective on September 30, 2002.

**ARTICLE III**

The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on September 25, 2002, and approved on September 25, 2002, by the holders of each class of stock entitled to vote on the Plan of Merger by a majority of all the votes entitled to be cast on the Plan of Merger by that class. The Plan of Merger was adopted by MC by the unanimous written consent of its Board of Directors on September 25, 2002, and approved on September 25, 2002, by the holders of each class of stock entitled to vote on the Plan of Merger by a majority of all the votes entitled to be cast on the Plan of Merger by that class. The Plan of Merger was adopted by RAD by the unanimous written consent of its Board of Directors on September 25, 2002, and approved on September 25, 2002, by the holders of each class of stock entitled to vote on the Plan of Merger by a majority of all the votes entitled to be cast on the Plan of Merger by that class.

ARTICLE IV


This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatures to the original or the same counterpart.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 25<sup>th</sup> day of September, 2002.


CGI MANAGEMENT CONSULTANTS,  
INC.

By:   
Name: André Imbeau  
Title: Executive Vice President

RAPID APPLICATION DEVELOPERS,  
INC.

By:   
Name: André Imbeau  
Title: Executive Vice President

CGI INFORMATION SYSTEMS &  
MANAGEMENT CONSULTANTS, INC.

By:   
Name: André Imbeau  
Title: Executive Vice President

**Exhibit A**

**AGREEMENT AND PLAN OF MERGER AMONG  
CGI MANAGEMENT CONSULTANTS, INC.,  
RAPID APPLICATION DEVELOPERS, INC., AND  
CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC.**

This Agreement and Plan of Merger dated as of September 25, 2002 (the "Agreement") is by and among CGI Management Consultants, Inc., a Florida corporation, Rapid Application Developers, Inc., a New York corporation, and CGI Information Systems & Management Consultants, Inc., a Delaware corporation.

1. The name of each of the corporations planning to merge is as follows:

i) The name of the surviving corporation is CGI Information Systems & Management Consultants, Inc. (f/k/a ISI Systems, Inc.) (the "Surviving Corporation"); and

ii) The names of the merging corporations (the "Merging Corporations") are as follows: CGI Management Consultants, Inc. (f/k/a IMRglobal-Orion Consulting, Inc. f/k/a IMRglobal Oxford Corp.) ("MC") and Rapid Application Developers, Inc. ("RAD").

2. The general terms and conditions of the merger are as follows:

At the "Effective Time" (as that term is defined below in Section 9), the separate existence of the Merging Corporations shall cease and the Surviving Corporation shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporations. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporations, and neither the rights of the creditors nor any liens on the property of the Merging Corporations shall be impaired by the merger.

3. As of the date of this Agreement, CGI Information Technology Services, Inc. (the "Parent") owns all of the issued and outstanding stock of the Merging Corporations and the Surviving Corporation.

4. The manner and basis of converting the shares of each corporation shall be as follows:

i) At the Effective Time, each issued and outstanding shares of the sole class of Surviving Corporation stock, i.e., common stock, par value \$.01 per share, shall remain outstanding. Such stock is entitled to vote.

ii) At the Effective Time, by virtue of the merger and without any further action on the part of RAD, each issued and outstanding shares of the sole class of RAD stock, i.e., common stock, \$.01 par value per share, shall be cancelled and retired and shall cease to be issued, without payment of any consideration therefore and shall cease to exist. Such stock is entitled to vote.

iii) At the Effective Time, by virtue of the merger and without any further action on the part of MC, each issued and outstanding shares of the sole class of MC stock, i.e., common stock, \$.01 par value per share, shall be cancelled and retired and shall cease to be issued, without payment of any consideration therefore and shall cease to exist. Such stock is entitled to vote.

5. The certificate of incorporation of the Surviving Corporation at the Effective Time shall be the certificate of incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed under the laws of Delaware.

6. The bylaws of the Surviving Corporation at the effective time shall become the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as provided in the Bylaws.

7. The shareholders of each of the Merging Corporations who, except for applicability of Section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. Because each of the Merging Corporations is wholly owned by the Parent, there are no shareholders who are entitled to dissent.

8. The Boards of Directors of the Surviving Corporation and each of the Merging Corporations may amend this Agreement at any time prior to the filing of the Articles of Merger in Florida, the Certificate of Merger in New York, and the Certificate of Merger in Delaware.

9. The merger contemplated by this Agreement shall be effective on September 30, 2002 (the "Effective Time").

FROM HOLLAND & KNIGHT TAMPA  
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IN WITNESS WHEREOF, the undersigned have executed this Agreement as  
of the 25<sup>th</sup> day of September, 2002.

CGI MANAGEMENT CONSULTANTS,  
INC.

By: 

Name: André Imbeau  
Title: Executive Vice President

RAPID APPLICATION DEVELOPERS,  
INC.

By: 

Name: André Imbeau  
Title: Executive Vice President

CGI INFORMATION SYSTEMS &  
MANAGEMENT CONSULTANTS, INC.

By: 

Name: André Imbeau  
Title: Executive Vice President

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