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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, IN

Certificate of Status	0
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FROM HOLLAND & KNIGHT TAMPA

(TUE) 9. 30' 03 10:47/ST. 10:46:30. 4260953775 P 2

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ARTICLES OF MERGER
BETWEEN
CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC.
AND
CGI INFORMATION TECHNOLOGY SERVICES, INC.

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TALLAHASSEE, FLORIDA

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

ARTICLE I

The Agreement and Plan of Merger dated as of September 30, 2003, effecting the merger of the Merging Corporation 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, 2003.

ARTICLE III

The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors as of September 30, 2003, and no shareholder approval was required pursuant to Section 607.1103(7) of the Florida Business Corporation Act. The Plan of Merger was adopted by the Merging Corporation by the unanimous written consent of its Board of Directors as of September 30, 2003, and approved as of September 30, 2003, by the holders of each class of stock entitled to vote on the Plan of Merger by 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.

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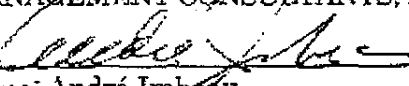
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IN WITNESS WHEREOF, the undersigned have executed these Articles of
Merger as of September 30, 2003.

CGI INFORMATION TECHNOLOGY
SERVICES, 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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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER BETWEEN
CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC.
AND CGI INFORMATION TECHNOLOGY SERVICES, INC.**

This Agreement and Plan of Merger dated as of September 30, 2008, is by and between CGI Information Systems & Management Consultants, Inc., a Delaware corporation, and CGI Information Technology Services, Inc., a Florida corporation (the "Agreement").

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

(a) The name of the corporation, which will be the surviving corporation in the merger, is CGI Information Systems & Management Consultants, Inc. (the "Surviving Corporation"); and

(b) The name of the corporation, which will merge with and into the Surviving Corporation, is CGI Information Technology Services, Inc. (the "Merging Corporation").

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 Corporation 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 Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

3. As of the date of this Agreement, The CGI Group Holding Corp., a Delaware corporation (the "Parent"), owns all of the issued and outstanding capital stock of the Merging Corporation and the Merging Corporation owns all of the issued and outstanding capital stock of the Surviving Corporation.

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

(a) At the Effective Time, each share of common stock, par value \$.10 per share, of the Merging Corporation that is issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive 0.000001413346816 shares of common stock, par value \$.01 per share, of the Surviving Corporation upon the surrender to the Merging Corporation of such shareholder's certificates formerly representing ownership of the common stock of the Merging Corporation.

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(b) At the Effective Time, by virtue of the merger and without any further action on the part of the Surviving Corporation, each share of common stock, par value \$.01 per share, of the Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall be cancelled and retired and shall cease to be issued, without payment of any consideration therefore and shall cease to exist.

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 the Merging Corporation 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 the Parent owns all of the issued and outstanding capital stock of the Merging Corporation, there are no dissenting shareholders.

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

9. The merger contemplated by this Agreement shall be effective on September 30, 2003 (the "Effective Time").

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FROM HOLLAND & KNIGHT TAMPA

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as
of September 30, 2003.

CGI INFORMATION TECHNOLOGY
SERVICES, INC.

By: /s/Andre Imbeau
Name: André Imbeau
Title: Executive Vice President

CGI INFORMATION SYSTEMS &
MANAGEMENT CONSULTANTS, INC.

By: /s/Andre Imbeau
Name: André Imbeau
Title: Executive Vice President

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