

F95000000853



ACCOUNT NO. : 072100000032

REFERENCE : 868186 7146642

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 122.50

ORDER DATE : June 24, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 868186-005

CUSTOMER NO: 7146642

CUSTOMER: Ms. Beth J. Harris
Michael Harris, P.a.
4th Floor
712 U.s. Highway 1
North Palm Beac, FL 33408-7146

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FILED
98 JUN 24 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

THE CONSULTING TEAM, INC.

INTO

INTIME SYSTEMS INTERNATIONAL,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: *CC*

Merger
6-25-98

RECEIVED
98 JUN 24 AM 2:45
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE CONSULTING TEAM, INC., a Florida corporation, H61102

INTO

INTIME SYSTEMS INTERNATIONAL, INC., a Delaware corporation,
F95000000853

File date: June 24, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER

The undersigned corporations desiring to merge pursuant to §§607.1104 through 607.1107, Florida Statutes, adopt these Articles of Merger this 23rd day of June, 1998.

Article I - Parties - Surviving Corporation

InTime Systems International, Inc., a Delaware corporation (the "Parent Corporation") and its wholly-owned subsidiary, The Consulting Team, Inc., a Florida corporation (the "Subsidiary Corporation") through its Board of Directors have adopted a Plan of Merger on June 23, 1998 and hereby adopt these Articles of Merger. The name of the surviving corporation is InTime Systems International, Inc.

Article II - Plan of Merger

The Plan of Merger is attached as Exhibit A hereto.

Article III - Effective Date

The merger of the Parent Corporation with and into the Surviving Corporation shall become effective upon the later of the filing of these Articles with the Department of State of Florida and the Certificate of Merger with the Secretary of State of Delaware.

Article IV - No Shareholder Approval Required

Pursuant to §607.1104, Florida Statutes no shareholder approval is required to effect this merger.

Article V - Outstanding Shares

As of the Effective Date of the merger all outstanding shares of common stock of the Subsidiary Corporation held by the Parent Corporation shall be cancelled.

Article VI - Dissenters Rights

The Subsidiary Corporation's shareholder except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and dissent from the merger pursuant to §607.1320, may be entitled, if it complies with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of its shares.

FILED
JUN 24 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII - Mailing of Plan of Merger

The Parent Corporation being the sole stockholder of the Surviving Corporation has waived the requirement of mailing the Plan of Merger.

IN WITNESS HEREOF the parties hereto have set their hands and seals the day and year first above written.

InTime Systems International, Inc.,
a Delaware corporation

By: Michael D. Matte
Michael D. Matte
Treasurer and Chief Financial Officer

The Consulting Teams, Inc.,
a Florida corporation

By: Michael D. Matte
Michael D. Matte
Treasurer and Chief Financial Officer

0A\INTIME\PALM\CLOSE\ARTICLES.MER

PLAN OF MERGER

This Plan of Merger is made this 23rd day of June, 1998 by and between InTime Systems International, Inc., a Delaware corporation (the "Parent Corporation") and its wholly-owned subsidiary, The Consulting Team, Inc., a Florida corporation (the "Subsidiary Corporation"), said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective boards of directors of the Constituent Corporations deem it advisable that the Parent Corporation be merged with and into the Subsidiary Corporation under the laws of the state of Florida in the manner provided therefore pursuant to Sections 607.1101 through 607.1107, Florida Statutes, and under the laws of the State of Delaware in the manner provided therefor pursuant to Section 253 of the Delaware General Corporation Law.

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein, the Constituent Corporations do hereby agree, to merge upon the terms and conditions below stated.

1. Agreement to Merger. The Constituent Corporations hereby agree that the Subsidiary Corporation shall be merged with and into the Parent Corporation (hereinafter sometimes referred to as the "Surviving Corporation").

2. Name of Merged Corporation. The name of the Surviving Corporation shall be InTime Systems International, Inc.

3. Certificate of Incorporation. The certificate of incorporation, of the Parent Corporation shall continue to be the certificate of the surviving corporation as it is presently filed.

4. Effective Date of Agreement. This Agreement shall become effective as of the date hereof, and the merger shall be

effective upon the later of the filing of the Articles of Merger with the Secretary of State of Florida and the Certificate of Ownership with the Secretary of State of Delaware. Upon the effective date, all shares of the Subsidiary Corporation owned by the Parent Corporation shall be cancelled.

5. Assets and Liabilities. All assets and liabilities of the Subsidiary Corporation shall become assets and liabilities of the Parent Corporation.

6. Waiver of Mailing. The Parent Corporation as the only stockholder of the Subsidiary Corporation expressly waives the requirement of §607.1104(2) and (3), Florida Statutes that it be mailed a copy of the Plan of Merger.

IN WITNESS HEREOF the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective treasurer and chief financial officer, thereunto duly authorized by the respective boards of directors of the Constituent Corporations.

InTime Systems International, Inc.,
a Delaware corporation

By: Michael D. Matte
Michael D. Matte
Treasurer and Chief Financial Officer

The Consulting Team, Inc.,
a Florida corporation

By: Michael D. Matte
Michael D. Matte
Treasurer and Chief Financial Officer

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, this 23rd day of June, 1998 personally appeared MICHAEL D. MATTE as Treasurer and Chief Financial Officer of InTime Systems International, Inc., a Delaware corporation, and The Consulting Team, Inc., a Florida corporation, known to me to be the person described in and who executed the foregoing Plan of Merger, and he acknowledged before me that he executed the same on behalf of both corporations.



Notary Public, State of Florida
My commission expires:

0A\RAIN\INTIME\PALM\CLOSE\AGRPLNKG

OFFICIAL NOTARY SEAL MICHAEL D HARRIS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC423752 MY COMMISSION EXP. NOV. 30, 1998
