

Document Number Only

F99000000808

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002823876--8

03/30/99-01074-007

\*\*\*\*140.00 \*\*\*\*140.00

Cotelligent FORT Lauderdale, Inc.

Information Systems Resources, Inc.

Merging INTO:

Cotelligent USA, Inc.

☒ Profit

☐ Non Profit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☒ Certified Copy (2)

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☒ Merger

☐ Mark

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☒ CUS Cert Re:

Merger (2)

☐ After 4:30

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Availability

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Examiner

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Verifier

Acknowledgment

W.P. Verifier

EFFECTIVE DATE

3-31-99

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FILE STAMPED

TO

JEFFREY D. BUTTERFIELD

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

INFORMATION SYSTEMS RESOURCES, INC., a Florida Corporation,  
P97000109132

COTELLIGENT FORT LAUDERDALE, INC., a Florida Corporation,  
P96000079582

INTO

**COTELLIGENT USA, INC.**, a California corporation, F99000000808

File date: March 30, 1999, effective March 31, 1999

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER**  
(Profit Corporations)

EFFECTIVE DATE  
3-3-99

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Cofelligent USA, Inc.

California (FL Registration # F99000000808)

**Second:** The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Cotelligent Fort Lauderdale, Inc.

Florida (FL Registration # P96000079582)

Information Systems Resources, Inc.

Florida (FL Registration # P97000109132)

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 03 / 31 / 1999 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 29, 1999 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

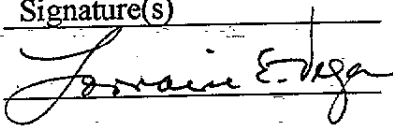
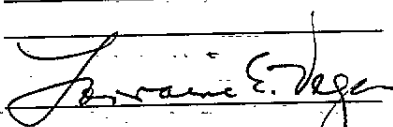
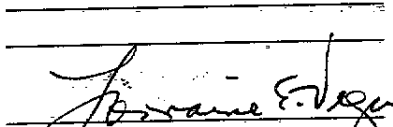
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 29, 1999. Cotelligent USA, Inc. is the sole shareholder of each of the merging subsidiaries.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**SEVENTH : SIGNATURE(S) FOR EACH PARTY:**

**(Note: Please see instructions for required signatures.)**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Cotelligent USA, Inc.</u>		<u>Lorraine E. Vega,</u> <u>Secretary</u>
<u>Cotelligent Fort Lauderdale, Inc.</u>		<u>Lorraine E. Vega,</u> <u>Secretary</u>
<u>Information Systems Resources, Inc.</u>		<u>Lorraine E. Vega,</u> <u>Secretary</u>
<u> </u>	<u> </u>	<u> </u>
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*(Attach additional sheet(s) if necessary)*

**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Cotelligent USA, Inc.</u>	<u>California</u>

The name and jurisdiction of each subsidiary corporation is

<u>Name</u>	<u>Jurisdiction</u>
<u>Cotelligent Fort Lauderdale, Inc.</u>	<u>Florida</u>
<u>Information Systems Resources, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Upon effectiveness of the merger of Cotelligent Fort Lauderdale, Inc. and Information Systems Resources, Inc. (the "Subsidiaries"), with and into Cotelligent USA, Inc., the issued shares of each of the Subsidiaries shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not Applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Pursuant to Section 1110 of the California General Corporation Law and Section 607.1104, Florida Statutes, Cotelligent USA, Inc. in its capacity as sole shareholder of the Subsidiaries, approved the merger of such Subsidiaries with and into Cotelligent USA, Inc. by written consent of its Sole Director, dated as of March 29, 1999.