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-12/23/99--01039--017
*****70.00 *****70.00

700003079127--4
-12/23/99--01039--018
*****8.75 *****8.75

CORPORATION(S) NAME

Cortelligent Ontario, Inc
merge into: Cortelligent USA, Inc

- Profit
- NonProfit
- Foreign
- LLC
- Limited Partnership
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Merger
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Jeffrey Butterfield

ARTICLES OF MERGER
Merger Sheet

MERGING:

COTELLIGENT ORLANDO, INC., a Florida corporation, P98000099765

INTO

COTELLIGENT USA, INC., a California entity, F99000000808

File date: December 23, 1999, effective December 31, 1999

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
(Profit Corporations)

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:

<u>Name</u> Cotelligent USA, Inc.	<u>Jurisdiction</u> California (FL Registration #F99000000808)
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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u> Cotelligent Orlando, Inc.	<u>Jurisdiction</u> Florida (FL Registration #P98000099765)
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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 12 /31 /99 (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 December 21, 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 December 21, 1999.
Cotelligent USA, Inc. is the sole shareholder of the merging corporation.

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) **EFFECTIVE DATE**
12-31-99

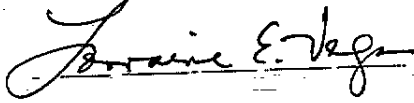
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

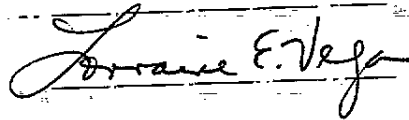
Typed or Printed Name of Individual & Title

Cotelligent USA, Inc.



Lorraine E. Vega, Vice President, General Counsel
and Secretary

Cotelligent Orlando, Inc.



Lorraine E. Vega, Secretary

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Not Applicable

OR

Restated articles are attached:

Not Applicable

Other provisions relating to the merger are as follows:

Pursuant to Section 1110 et seq. of the California General Corporation Law and Section 607.1104, Florida Statutes, Cotelligent USA, Inc. in its capacity as sole shareholder of Cotelligent Orlando, Inc., approved the merger of Cotelligent Orlando, Inc. with and into Cotelligent USA, Inc. by written consent of its Directors, dated as of December 21, 1999.

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>
Cotelligent USA, Inc.	California (FL Registration #F99000000808)

The name and jurisdiction of each **subsidiary** corporation is

<u>Name</u>	<u>Jurisdiction</u>
Cotelligent Orlando, Inc.	Florida (FL Registration #P98000099765)
_____	_____
_____	_____
_____	_____
_____	_____

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 Orlando, Inc. with and into Cotelligent USA, Inc., the issued shares of Cotelligent Orlando, Inc. will 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 et seq. of the California General Corporation Law and Section 607.1104, Florida Statutes, Cotelligent USA, Inc. in its capacity as sole shareholder of Cotelligent Orlando, Inc., approved the merger of Cotelligent Orlando, Inc. with and into Cotelligent USA, Inc. by written consent of its Directors, dated as of December 21, 1999.