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Division of Corporations

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MERGER OR SHARE EXCHANGE

TECHNISOURCE, INC.

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ARTICLES OF MERGER
OF

TECHNISOURCE, LLC
INTO

TECHNISOURCE, INC.

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EFFECTIVE DATE
12-31-03

THE UNDERSIGNED, as the Secretary of Technisource, Inc., a Florida corporation, (hereinafter referred to as "Technisource"), as and for the purpose of complying with the provisions of Sections 607.1109 and 608.4382 of the Florida Statutes and in order to effectuate the merger of Technisource, LLC, a Florida limited liability company ("LLC"), and Technisource, with Technisource as the surviving corporation (the "Surviving Corporation"), hereby certifies as follows:

FIRST: The name of the Surviving Corporation is Technisource, Inc., and the place of its organization is the jurisdiction of the State of Florida, the laws of which permit this merger. Its principal place of business is 2300 Cotondale Lane, Suite 250, Little Rock, Arkansas 72202.

SECOND: The name and place of organization of the entity being merged into the Surviving Corporation is Technisource, LLC, a limited liability company organized in the jurisdiction of the State of Florida, the laws of which permit this merger. Its principal place of business is 2300 Cotondale Lane, Suite 250, Little Rock, Arkansas 72202.

THIRD: An agreement of plan of merger that meets all the requirements of Section 607.1108 and 608.438 was adopted by each entity that is a party to this merger and is attached hereto.

FOURTH: The agreement of plan of merger was approved by the board of directors of Technisource on February 13, 2003 and by the sole stockholder of Technisource by unanimous consent on December 31, 2003 in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

FIFTH: The agreement of plan of merger was approved by the sole manager and the sole member of LLC by unanimous consent on December 31, 2003 in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

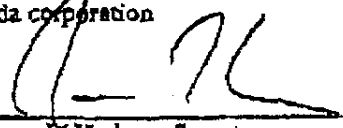
SIXTH: The merger shall be effective on December 31, 2003.

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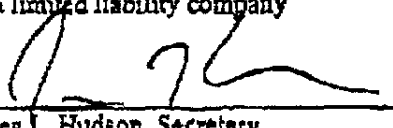
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IN WITNESS WHEREOF, the undersigned, being the duly authorized officers of each of the constituent corporations have executed this document this 30th day of December, 2003.

TECHNISOURCE, INC.,
a Florida corporation

By: 
James L. Hudson, Secretary

TECHNISOURCE, LLC,
a Florida limited liability company

By: 
James L. Hudson, Secretary

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AGREEMENT OF PLAN OF MERGER

This Agreement of Plan of Merger ("Plan"), dated December 31, 2003, is among Technisource, LLC, a Florida limited liability company ("LLC") and Technisource, Inc., a Florida corporation ("Technisource"). Technisource and LLC are herein sometimes collectively referred to as the "Constituent Companies."

RECITALS

This Plan is made with reference to the following facts and circumstances existing as of the date hereto:

(a) LLC is a limited liability company organized and existing under the laws of the State of Florida;

(b) Technisource is a corporation organized and existing under the laws of the State of Florida;

(c) The membership interests of LLC consists of 100 units, of which on the date hereof 100 units are issued and outstanding ("LLC Units");

(d) The authorized capital stock of Technisource consists of 100 shares of common stock of which 100 shares are issued and outstanding, and no treasury shares are held by Technisource ("Technisource Stock");

(e) The Boards of Directors and Manager of the Constituent Companies deem it advisable and in the best interests of the shareholders and member of the Constituent Companies that Technisource acquire LLC through a merger (herein sometimes referred to as the "Merger") of LLC with and into Technisource, and do hereby agree that LLC be merged into a single corporation which shall be Technisource, one of the Constituent Companies, pursuant to Chapters 607 and 608 of the Florida Statutes, and do hereby agree upon, prescribe and set forth the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and the basis of converting the membership interest of LLC into shares of Technisource, as follows:

SECTION I NAME OF SURVIVING CORPORATION; ARTICLES OF INCORPORATION; BYLAWS; DIRECTORS AND OFFICERS

1.1 Surviving Corporation. At the time of the Merger, LLC shall be merged with and into Technisource. Technisource shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation"), and the separate existence of LLC shall cease.

1.2 Certificate of Incorporation. The Certificate of Incorporation of Technisource in effect immediately prior to the time the Merger becomes effective shall, from and after the

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Effective Time, be and continue to be the Certificate of Incorporation of the Surviving Corporation unless and until changed as therein provided.

1.3 Bylaws. The Bylaws of Technisource in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective Time, be and continue to be the Bylaws of the Surviving Corporation unless and until changed as therein provided.

1.4 Directors. The Board of Directors of the Surviving Corporation shall consist of the following persons:

Stephen R. Bova
James L. Hudson

The Directors of the Surviving Corporation shall hold office subject to the provisions of the laws of the State of Florida and of the Articles of Incorporation and Bylaws of Surviving Corporation.

1.5 Officers. The officers of Technisource in office at the Effective Time shall continue as the officers of the Surviving Corporation in the same capacity or capacities, and effective upon the Effective Time of the Merger, each of such officers to serve, subject to the provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation, until his or her successor is duly elected and qualified.

1.6 Vacancies. If, at the Effective Time, a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation by reason of death or inability to act, or for any other reason, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

SECTION II EFFECT OF MERGER ON CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS

2.1 Status of Constituent Company Securities. On the effective date of the Merger, all of the LLC Units shall be cancelled such that IM Acquisition, Inc., the sole shareholder of Technisource, remains the sole shareholder of all of the issued and outstanding stock of the Surviving Corporation.

SECTION III BOARD OF DIRECTORS AND SHAREHOLDER APPROVAL

This Plan of Merger shall be submitted for consideration and vote by the Board of Directors, Manager, Member, and shareholders of each of the Constituent Companies, and if adopted by the requisite votes of the Board of Directors, Manager, Members and shareholders of each of the Constituent Companies, it shall be signed by an officer of each of the Constituent Companies. This Plan of Merger so adopted and acknowledged shall be on file in the office of

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APPROVED
AND
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the Surviving Corporation and the officers of each of the Constituent Companies shall execute all such other documents and shall take all such other action as may be necessary to make this Plan of Merger effective, including in addition to or in lieu of filing this Plan of Merger, filing a Certificate or Articles of Merger with the Florida Secretary of State. This Plan of Merger shall be effective for accounting purposes as of 9:00 a.m., Central Standard Time, December 31, 2003.

SECTION IV EFFECT OF MERGER

4.1 Surviving Corporation/Principal Office. At the time of the Merger, the separate existence of LLC shall cease, and the corporate existence and identity of Technisource shall continue as the Surviving Corporation. The Surviving Corporation's principal office will be located at 2300 Cottondale Lane, Suite 250, Little Rock, Arkansas 72202.

4.2 Effect of Merger. The Surviving Corporation, without further action, shall succeed to all the rights, privileges, powers and franchises of a public as well of a private nature, and be subject to all restrictions, disabilities and duties, of each of the Constituent Companies; and all rights, privileges, powers and franchises of each of the Constituent Companies, and all property, real, personal and mixed, and all debts due to each Constituent Companies on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Company, shall be vested in the Surviving Corporation.

SECTION V ABANDONMENT OF MERGER

Notwithstanding the approval of this Plan of Merger by the Boards of Directors, manager, members or shareholders of Technisource and LLC, the Merger may be abandoned and this Plan of Merger may terminate at any time prior to the filing of the Certificate or Articles of Merger with the Florida Secretary of State by mutual agreement of the Boards of Directors of the Constituent Companies.

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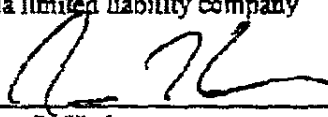
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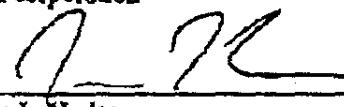
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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed in their respective corporate names by their respective duly authorized officers, all as of the day and year first above written.

TECHNISOURCE, LLC
a Florida limited liability company

By: 
James L. Hudson
Title: Secretary

TECHNISOURCE, INC.,
a Florida corporation

By: 
James L. Hudson
Title: Secretary

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