

K 35234

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4000

From:
Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813) 227-8500
Fax Number : (813) 229-0134

EFFECTIVE DATE

12/31/00

MERGER OR SHARE EXCHANGE

IMRGLOBAL CORP.

Certificate of Status	0
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merge

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ARTICLES OF MERGER
Merger Sheet

MERGING:

IMRGLOBAL - NEVERDAHL-LOFT & ASSOCIATES, INC., a FL corp.,
P99000099335

IMRGLOBAL - CINERGI CONSULTING PARTNERS, INC., a FL corp.,
P99000042697

IMRGLOBAL - PROFESSIONAL PARTNERS INC., a FI corp., P99000025227

INTO

IMRGLOBAL CORP., a Florida entity, K35234

File date: December 29, 2000, effective December 31, 2000

Corporate Specialist: Susan Payne

FROM HOLLAND & KNIGHT TAMPA

(THU) 1. 4' 01 10:41/ST. 10:41/NO. 4261068555 P 1

(FRI) DEC 29 2000 16:10
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Division of Corporations

Page 1 of 2

EFFECTIVE DATE
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Florida Department of State
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Thank you

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MERGER OR SHARE EXCHANGE

IMRGLOBAL CORP.

Certificate of Status

FROM HOLLAND & KNIGHT TAMPA

(THU) 1. 4' 01 10:42/ST. 10:41/NO. 4261068555 P 2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 4, 2001

IMRGLOBAL CORP.
100 SOUTH MISSOURI AVE
CLEARWATER, FL 33756US

SUBJECT: IMRGLOBAL CORP.
REF: K35234

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: E00000067861
Letter Number: 901A00000164

FROM HOLLAND & KNIGHT TAMPA

(THU) 1. 4' 01 10:42/ST. 10:41/NO. 4261068555 P 3

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**ARTICLES OF MERGER BETWEEN
IMRGLOBAL CORP.**

**IMRGLOBAL - NEVERDAHL-LOFT & ASSOCIATES, INC.
IMRGLOBAL - CINERGI CONSULTING PARTNERS, INC.
IMRGLOBAL - PROFESSIONAL PARTNERS INC.**

EFFECTIVE DATE
12/31/00

Pursuant to Section 607.1105, Florida Statutes, IMRglobal Corp., a Florida corporation (the "Surviving Corporation"), IMRglobal - Neverdahl-Loft & Associates, Inc., a Florida corporation ("Neverdahl"), IMRglobal - Cinergi Consulting Partners, Inc., a Florida corporation ("Cinergi"), and IMRglobal - Professional Partners Inc., a Florida corporation ("PPI") (Neverdahl, Cinergi and PPI are collectively referred to as the "Merging Corporations"), adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporations into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger.

Accordingly, the Surviving Corporation and the Merging Corporations adopt and submit the following Articles of Merger for the purpose of effecting the Merger:

ARTICLE I

The Plan of Merger, as contained in the Agreement and Plan of Merger dated December 29, 2000, effecting the Merger of the Merging Corporations with and into the Surviving Corporation is attached and made a part of these Articles of Merger as Exhibit A (the "Plan of Merger").

ARTICLE II

The effective date of the Merger shall be at 12:01 a.m. on December 31, 2000.

ARTICLE III

The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on December 29, 2000. Shareholder approval of the Surviving Corporation was not required. The Plan of Merger was adopted by the Merging Corporations by the unanimous written consent of their respective Boards of Directors and shareholders on December 29, 2000.

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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TALLAHASSEE, FLORIDA

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FROM HOLLAND & KNIGHT TAMPA

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IN WITNESS WHEREOF, the undersigned have executed this document, dated December 29, 2000.

IMRglobal Corp.

By: Vincent Addonizio
Vincent Addonizio, Executive Vice
President

IMRglobal - Cinergi Consulting Partners, Inc.

By: Vincent Addonizio
Vincent Addonizio, President

IMRglobal - Neverdahl-Loft & Associates, Inc.

By: Vincent Addonizio
Vincent Addonizio, President

IMRglobal - Professional Partners Inc.

By: Vincent Addonizio
Vincent Addonizio, President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER
BETWEEN
IMRGLOBAL CORP.
IMRGLOBAL - NEVERDAHL-LOFT & ASSOCIATES, INC.
IMRGLOBAL - CINERGI CONSULTING PARTNERS, INC.
IMRGLOBAL - PROFESSIONAL PARTNERS INC.

IMRglobal Corp., a Florida corporation and IMRglobal - Neverdahl-Loft & Associates, Inc., a Florida corporation, IMRglobal - Cinergi Consulting Partners, Inc., a Florida corporation, and IMRglobal - Professional Partners Inc., a Florida corporation, hereby adopt the following Agreement and Plan of Merger, dated December 29, 2000, pursuant to Section 607.1101, Florida Statutes.

1. The name of each corporation planning to merge is:
 - i) The name of the surviving corporation is IMRglobal Corp. (the "Surviving Corporation"); and
 - ii) The name of the merging corporations are IMRglobal - Neverdahl-Loft & Associates, Inc., IMRglobal - Cinergi Consulting Partners, Inc. and IMRglobal - Professional Partners Inc. (collectively, the "Merging Corporations").
- a) The effective time and date of the merger shall be at 12:01 a.m. on December 31, 2000 (the "Effective Time").

- b) The general terms and conditions of the merger are as follows:

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

- c) The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time, by virtue of the merger and without any further action on the part of the Merging Corporations, each issued and outstanding share of common stock of the Merging Corporations immediately prior to the Effective Time shall be cancelled and extinguished and cease to exist.

At the Effective Time, by virtue of the merger and without any further action on the part of the Surviving Corporation, each issued and outstanding share of common stock of the Surviving Corporation outstanding immediately prior to the Effective Time shall remain issued and outstanding.

- d) The articles of incorporation and bylaws of the Surviving Corporation, as in effect at the Effective Time of the merger, shall continue in full force and effect until changed, altered, or amended as therein provided.

- e) The Boards of Directors of each corporation to the merger may amend the Agreement and Plan of Merger at any time prior to the filing of the Articles of Merger.

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