

# K35234

Holland & Knight LLP  
Requester's Name

315 So. Calhoun Street  
Address

425-5675

City/State/Zip

Phone #

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUL 27 AM 10:38

FILED

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Artists & DM Global Corp. K35234  
(Corporation Name) (Document #)

*Merger*

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

2001 JUL 27 AM 9:56

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

400004501784--1

-07/27/01--01015--016

\*\*\*\*\*70.00 \*\*\*\*\*70.00

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

*AR*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CGI FLORIDA CORPORATION, a Florida corporation P01000017816

,

INTO

**IMRGLOBAL CORP.**, a Florida entity, K35234.

File date: July 27, 2001

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER**  
between  
**CGI FLORIDA CORPORATION**  
and  
**IMRglobal CORP.**

01 JUL 27 AM 10:38  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), CGI Florida Corporation, a Florida corporation (the "Merger Sub") and IMRglobal Corp., a Florida corporation (the "Company"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merger Sub with and into the Company (the "Merger"), with the Company as the surviving corporation following the Merger.

**ARTICLE I**

The plan of merger for the Merger of the Merger Sub with and into the Company is attached hereto as Exhibit A and incorporated herein by this reference.

**ARTICLE II**

The effective time and date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

**ARTICLE III**

The plan of merger, which is part of an Agreement and Plan of Merger, was adopted by the Board of Directors of the Company on February 20, 2001, and approved by the shareholders of the Company at a special meeting of the shareholders held on July 27, 2001. The plan of merger was adopted by the Board of Directors of the Merger Sub on February 20, 2001, and approved by written consent of the sole shareholder of the Merger Sub on February 20, 2001.

**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.

[The Rest Of This Page Is Intentionally Left Blank]

**IN WITNESS WHEREOF**, the undersigned have caused these Articles of Merger to be executed as of this 27th day of July, 2001.

**CGI FLORIDA CORPORATION**

By: 

Name: Serge Godin

Title: Executive Chairman, President and CEO

**IMRGLOBAL CORP.**

By: \_\_\_\_\_  
Vincent Addonizio, Executive Vice  
President and Chief Administrative  
Officer

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of this 27th day of July, 2001.

**CGI FLORIDA CORPORATION**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**IMRGLOBAL CORP.**

By: Vincent Addonizio

Vincent Addonizio, Executive Vice  
President and Chief Administrative  
Officer

**EXHIBIT A**

**PLAN OF MERGER  
BETWEEN  
IMRGLOBAL CORP.  
AND  
CGI FLORIDA CORPORATION**

(a) The name of each corporation planning to merge is:

(i) The name of the surviving corporation is IMRglobal Corp. (the "Company"); and

(ii) The name of the merging corporation is CGI Florida Corporation (the "Merger Sub").

(b) The effective time and date of the merger shall be upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

(c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of the Merger Sub shall cease and the Company shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merger Sub. The Company shall thereafter be responsible and liable for all obligations of the Merger Sub, and neither the rights of the creditors nor any liens on the property of the Merger Sub shall be impaired by the merger.

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

(i) At the Effective Time, by virtue of the merger and without any further action on the part of the Company, each issued and outstanding share of common stock, par value \$.10 per share, of the Company ("Company Common Shares") outstanding immediately prior to the Effective Time, other than Company Common Shares held by the Company or any wholly owned subsidiary of the Company as treasury stock or held by CGI Group Inc. ("Parent") or any subsidiary of Parent (each, an "Excluded Share"), shall be converted into and shall be canceled in exchange for the right to receive 1.5974 Class A Subordinate Shares, without par value, of Parent ("Parent Common Shares"). The Excluded Shares shall be canceled and no consideration shall be exchanged with respect to these shares.

(ii) Each share of common stock, par value \$.10 per share, of the Merger Sub outstanding immediately prior to the Effective Time shall be converted into one newly issued, fully-paid and non-assessable share of common stock, par value \$.10 per share, of the surviving corporation.

(iii) At the Effective Time, the surviving corporation will issue shares of its common stock to Parent in consideration for Parent's issuance of Parent Common Shares to the holders of Company Common Shares. The fair market value and number of shares issued to Parent will be equal to the fair market value and number of shares of Company Common Shares (other than Excluded Shares) outstanding immediately before the Effective Time.

(e) The articles of incorporation of the Merger Sub as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Company, until duly amended as provided therein or by applicable law, except that:

- (i) Article I of the articles of incorporation of the Merger Sub shall be amended to read: "The name of the Corporation is IMRglobal Corp."
- (ii) Article III, Section 3.1 shall be amended to read: "The Corporation is authorized to issue seventy-five million five hundred (75,000,500) shares, of which 75,000,000 shall be shares of common stock par value \$0.10 per share and 500 shares shall be shares of preferred stock, par value \$0.10 per share."

(f) The bylaws of the Merger Sub as in effect immediately prior to the Effective Time shall be the bylaws of the Company until amended as provided therein or in accordance with applicable law.

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