

CT CORPORATION SYSTEM

K35234

CORPORATION(S) NAME

(1) IMR Management, Inc. merging into:

IMRglobal Corp. (Surviving)

(2) ECWerks, Inc. merging into:

IMRglobal Corp. (Surviving)

FILED
2001 SEP 27 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger	EFFECTIVE DATE <u>09-30-01</u>
<input type="checkbox"/> Nonprofit			
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark	
	<input type="checkbox"/> Reinstatement		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other	
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA	
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC	
	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS	
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30	
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up	
<input type="checkbox"/> Mail Out			

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

9/27/01

Order#: 4811621

Ref#: _____

Amount: \$ _____

Thanks,
MS

RECEIVED
01 SEP 27 PM 1:48
DIVISION OF CORPORATION

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

C. Couilliet SEP 27 2001

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 *****78.75 *****78.75

ARTICLES OF MERGER
Merger Sheet

MERGING:

IMR MANAGEMENT, INC., a Florida corporation, P96000006330

INTO

IMRGLOBAL CORP., a Florida entity, K35234

File date: September 27, 2001, effective September 30, 2001

Corporate Specialist: Cheryl Coulliette

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>	<u>Jurisdiction</u>
<u>IMRglobal CORP.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>IMR Management, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____

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 9 / 30 / 2001 (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 September 24, 2001 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 _____.

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)

FILED
2001 SEP 27 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
09-30-01

[illegible]

Plan of Merger

(merger of subsidiary corporation into parent)

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 100% of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
IMRglobal CORP.	Florida

The name and jurisdiction of the wholly-owned subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
IMR Management, Inc.	Florida

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 other property is as follows:

At the Effective Time (as hereinafter specified), all of the issued and outstanding shares of capital stock of IMR Management, Inc. shall be cancelled and the shares of IMRglobal CORP. outstanding immediately prior to the Effective Time shall continue as shares of the capital stock of the parent, IMRglobal CORP.

The Effective Time of the Merger shall be the close of business on September 30, 2001.

The name of the surviving corporation is IMRglobal CORP.

The Articles of Incorporation of IMRglobal CORP., as in effect at the Effective Time, shall continue as the Articles of Incorporation of IMRglobal CORP.

The Bylaws of IMRglobal CORP., as in effect at the Effective Time, shall continue as the Bylaws of IMRglobal CORP.

At the Effective Time, the directors of the IMRglobal CORP. shall continue as the directors of IMRglobal CORP. until their successors are duly elected or appointed and qualified in the manner provided by the Articles of Incorporation and Bylaws of IMRglobal CORP., or as otherwise provided by law.

At the Effective Time, the officers of the IMRglobal CORP. shall continue in their respective offices as officers of the IMRglobal CORP. until their respective successors are duly elected or appointed and qualified in the manner provided by the Articles of Incorporation and Bylaws of IMRglobal CORP., or as otherwise provided by law.