

K 35234

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MERGER OR SHARE EXCHANGE

CGI INFORMATION TECHNOLOGY SERVICES, INC.

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Merger

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12-16-02

ARTICLES OF MERGER
Merger Sheet

MERGING:

IMR SUB A CORP., a Florida corporation, P98000108117

IMR SUB B CORP., a Florida corporation, P98000108119

INTO

CGI INFORMATION TECHNOLOGY SERVICES, INC., a Florida entity, K35234

File date: December 13, 2002

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER AMONG
CGI INFORMATION TECHNOLOGY SERVICES, INC.,
IMR SUB A CORP.,
AND IMR SUB B CORP.**

Pursuant to Section 607.1104 of the Florida Business Corporation Act, CGI Information Technology Services, Inc., a Florida corporation (the "Survivor"), IMR Sub A Corp., a Florida corporation ("Sub A"), and IMR Sub B Corp., a Florida corporation ("Sub B" and collectively with Sub A, the "Merged Corporations"), adopt the following Articles of Merger for the purpose of effecting the merger of each of the Merged Corporations into its parent, the Survivor, which will be the surviving corporation (the "Merger").

ARTICLE I

The plan of merger with respect to the Merger (the "Plan of Merger") is as follows:

PLAN OF MERGER

The Survivor, has adopted the following Plan of Merger pursuant to Section 607.1104, Florida Statutes:

- (a) The names of all corporations planning to merge are:

IMR Sub A Corp.
IMR Sub B Corp.

- (b) The name of the surviving corporation is CGI Information Technology Services, Inc.

- (c) The terms and conditions of the Merger are as follows:

On the Effective Date, each of the Merged Corporations shall merge into its parent, the Survivor. The separate existence of each of the Merged Corporations shall cease and its issued and outstanding stock shall be cancelled. The Survivor shall succeed to all the liabilities, rights, privileges, immunities, and franchises and all the property, real, personal and mixed of the Merged Corporations, without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all obligations of each of the Merged Corporations, and neither the rights of the creditors nor any liens on the property of the Merged Corporations shall be impaired by the Merger. There shall be no changes in the Articles of Incorporation of the Survivor as a result of the Merger.

- (d) The manner and basis of converting the shares of each corporation shall be as follows: On the Effective Date, upon the consummation of the merger,

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(i) each share of the Survivor's common stock shall be unchanged.

(ii) each share of the stock of Sub A that is outstanding immediately prior to the effectiveness of the Merger shall be surrendered and cancelled.

(iii) each share of the stock of Sub B that is outstanding immediately prior to the effectiveness of the Merger shall be surrendered and cancelled.

(e) The effective date of the Merger shall be the date of the filing of the Articles of Merger (the "Effective Date").

(f) The shareholders of each of the Merged Corporations who, except for the applicability of Section 601.1104, Florida Statutes, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. Because the Survivor wholly owns each of the Merged Corporations, there are no shareholders to whom dissenters' rights apply.

ARTICLE II

The effective date of the Merger shall be the date stated in the Plan of Merger.

ARTICLE III

The Survivor adopted the Plan of Merger on November 30, 2002 by unanimous written consent of the Survivor's Board of Directors pursuant to Florida Statutes, Section 607.1104. The unanimous written consent of the Survivor's Board of Directors constitutes a sufficient consent to adopt the Plan of Merger. Pursuant to Florida Statutes, Section 607.1104, shareholder approval was not required.

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IN WITNESS WHEREOF, the undersigned have executed this document this
20th day of November 2002.

CGI INFORMATION TECHNOLOGY
SERVICES, INC.

By: 

Name: André Imbeau

Title: Executive Vice President

IMR SUB A CORP.

By: 

Name: André Imbeau

Title: Executive Vice President

IMR SUB B CORP.

By: 

Name: André Imbeau

Title: Executive Vice President

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