

P000000017570



FILED

01 DEC 26 PM 1:58

ACCOUNT NO. : 072100000032

REFERENCE : 521085 4351650

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$140.00

ORDER DATE : December 24, 2001

ORDER TIME : 10:24 AM

ORDER NO. : 521085-040

CUSTOMER NO: 4351650

CUSTOMER: Steven E. Marshall, Paralegal
Leboeuf Lamb Greene & Macrae
Suite 2800
50 North Laura Street
Jacksonville, FL 32202-3650

RECEIVED
01 DEC 26 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

EFFECTIVE DATE

01-01-02

INTEGRAL RESULTS, INC.

INTO

100004738681--7

IDEA INTEGRATION CORP.

*Marger
12-28-01
WAS*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 26, 2001

CSC

TALLAHASSEE, FL

SUBJECT: IDEA INTEGRATION CORP.
Ref. Number: F00000005491

RESUBMIT
Please give original
submission date as file date.

We have received your document for IDEA INTEGRATION CORP.. However, the document has not been filed and is being returned for the following:

The surviving corporation is filed as a Delaware corporation with the Division of Corporations. You have it listed as a Florida corporation. There is no provision in the Florida statutes for a merger between two foreign corporations.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Doug Spitler
Document Specialist

Letter Number: 901A00067045

RECEIVED
08 DEC 27 PM 3:18
TALLAHASSEE, FL
DIVISION OF CORPORATIONS
901A00067045

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

INTEGRAL RESULTS, INC., a California corporation not qualified in Florida

OPEN MANAGEMENT SOFTWARE, INC., a California corporation not qualified
in Florida

RED EYE DIGITAL MEDIA, INC., a California corporation not qualified in Florida

INTO

IDEA INTEGRATION CORP., a Florida entity, P00000017570.

File date: December 26, 2001 , effective January 1, 2002

Corporate Specialist: Doug Spitler

Account number: 072100000032 Amount charged: 140.00

ARTICLES OF MERGER

of

INTEGRAL RESULTS, INC.
(a California corporation)

OPEN MANAGEMENT SOFTWARE, INC.
(a California corporation)

RED EYE DIGITAL MEDIA, INC.
(a California corporation)

EFFECTIVE DATE
01-01-02

into

IDEA INTEGRATION CORP.
(a Florida corporation)

FILED

01 DEC 26 PM 1:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned corporations certify as follows:

FIRST, the names of the corporations that are parties to the merger are Integral Results, Inc., a California Corporation, Open Management Software, Inc., a California corporation, Red Eye Digital Media, Inc., a California corporation, and Idea Integration Corp., a Florida corporation.

SECOND, Integral Results, Inc., Open Management Software, Inc., and Red Eye Digital Media, Inc. are collectively referred to as the "Merging Corporations."

THIRD, Idea Integration Corp. shall be the surviving corporation.

FOURTH, the Plan of Merger (the "Plan of Merger") was approved by the board of directors of Integral Results, Inc. by Unanimous Written Consent on December 21, 2001, and by Written Consent of the sole shareholder on December 21, 2001.

FIFTH, the Plan of Merger was approved by the board of directors of Open Management, Inc. by Unanimous Written Consent on December 21, 2001, and by Written Consent of the sole shareholder on December 21, 2001.

SIXTH, the Plan of Merger was approved by the board of directors of Red Eye Digital Media, Inc. by Unanimous Written Consent on December 21, 2001, and by Written Consent of the sole shareholder on December 21, 2001.

SEVENTH, the Plan of Merger was approved by the board of directors of Idea Integration Corp. by Unanimous Written Consent on December 21, 2001.

EIGHTH, a copy of the Plan of Merger as approved by such boards of directors is attached hereto as Exhibit A.

NINTH, the shareholders of Idea Integration Corp. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 21, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

TENTH, the merger shall become effective on January 1, 2002 at 12:00 a.m.


DATED: December 21, 2001.

INTEGRAL RESULTS, INC.

By: 

Marc M. Mayo
Senior Vice President

OPEN MANAGEMENT SOFTWARE, INC.

By: 


Marc M. Mayo
Senior Vice President

RED EYE DIGITAL MEDIA, INC.

By: 

Marc M. Mayo
Senior Vice President

IDEA INTEGRATION CORP.

By: 

Marc M. Mayo
Senior Vice President

JK188157

EXHIBIT A
PLAN OF MERGER

This Plan of Merger is entered into among Integral Results, Inc., a California Corporation, Open Management Software, Inc., a California corporation, and Red Eye Digital Media, Inc., a California corporation (Integral Results, Inc., Open Management Software, Inc., and Red Eye Digital Media, Inc. are hereinafter referred to as the "Merging Corporations"), and Idea Integration Corp., a corporation duly organized and existing under the laws of the State of Florida (herein called the "Surviving Corporation").

1. At the effective time of the merger, the Merging Corporations shall be merged into the Surviving Corporation. The Surviving Corporation shall assume the liabilities and obligations of the Merging Corporations.

2. The Articles of Incorporation of Idea Integration Corp. shall continue to be the Articles of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

3. The present by-laws of the Florida corporation will be the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the Florida corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Merging Corporations shall, from and after the effective time of the merger, be converted into one issued share of the Surviving Corporation. The issued shares of the Surviving Corporation, upon the effective date of the merger, shall remain issued and outstanding and no consideration shall be issued in respect thereof.

6. The effective time of this Agreement and Plan of Merger, and the time at which the merger herein agreed upon shall become effective is 12:00 a.m. on January 1, 2002.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed on behalf of Actium Corporation, a Delaware corporation, by its Senior Vice President, and on behalf of Idea Integration Corp., a Florida corporation, by its Senior Vice President, this 21st day of December, 2001.

INTEGRAL RESULTS, INC.

By: Marc M. Mayo
Marc M. Mayo
Senior Vice President

OPEN MANAGEMENT SOFTWARE, INC.

By: Marc M. Mayo
Marc M. Mayo
Senior Vice President

RED EYE DIGITAL MEDIA, INC.

By: Marc M. Mayo
Marc M. Mayo
Senior Vice President

IDEA INTEGRATION CORP.

By: Marc M. Mayo
Marc M. Mayo
Senior Vice President