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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

WEBCAPADES ACQUISITION SUB, INC.

Certificate of Status	1
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name change in
Plan of Merger (#3)

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Corporate Filing

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Merger

W/NAME CHANGE

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ARTICLES OF MERGER
MERGING WEBCAPADES, INC.
INTO WEBCAPADES ACQUISITION SUB, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby deliver the following Articles of Merger for the purposes of merging WEBCAPADES, INC., a Florida corporation, into WEBCAPADES ACQUISITION SUB, INC., a Florida corporation.

1. A copy of the Plan of Merger adopted by the constituent corporations (the "Plan") is attached hereto as Exhibit A.
2. The merger of WEBCAPADES, INC., Inc., into WEBCAPADES ACQUISITION SUB, INC., shall be effective upon the filing of these Articles of Merger.
3. The Plan was adopted and approved by the directors and shareholders of WEBCAPADES, INC., on August 19, 2004.
4. The Plan was adopted and approved by the directors and shareholders of WEBCAPADES ACQUISITION SUB, INC., on August 19, 2004.

WEBCAPADES, INC.

WEBCAPADES ACQUISITION SUB, INC.

By: Scott P. Mitchell 8/19/04 By: Gerard M. Jacobs 8/19/2004
Scott P. Mitchell, President Date Gerard M. Jacobs, President Date

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Exhibit A

PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by CGI HOLDING CORPORATION, a Nevada corporation ("Parent"), WEBCAPADES ACQUISITION SUB, INC., a Florida corporation ("Sub"), and WEBCAPADES, INC., a Florida corporation ("Target"), for the purpose of merging Target with and into Sub pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Act"). Sub is sometimes referred to herein as the "Surviving Corporation".

1. Merger. At the Effective Time (as defined herein), Target will be merged with and into Sub pursuant to and in accordance with the provisions of Section 607.1101 of the Act, in a transaction intended to qualify as a reorganization pursuant to Sections 368(a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended (the "Merger").
2. Treatment of Shares.
 - 2.1 Target. At the Effective Time, the capital stock of Target issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party adopting this Plan, be converted into the right to receive, in the aggregate, (a) Three Million Five Hundred Thousand Dollars (\$3,500,000); (b) that number of shares of common stock of Parent having an aggregate value of Four Million Dollars (\$4,000,000), valued at the closing price per share of Parent's common stock on August 18, 2004; (c) promissory notes made payable by Parent in the aggregate principal amount of One Million Two Hundred Thousand Dollars (\$1,200,000), and (d) the right to receive the Earnout Consideration, as that term is defined in the Agreement dated August 19, 2004, by and among Parent, Sub and Target with respect to the Merger (the "Agreement"); subject, in all cases, to adjustment pursuant to Section 2.10 of the Agreement. After the Effective Time, no shares of capital stock of Target will be deemed outstanding or will have any rights other than as set forth in this Section 2.1.
 - 2.2 Sub. After the Effective Time, each share of Sub's currently issued and outstanding capital stock will remain outstanding and shall represent shares of issued and outstanding capital stock of the Surviving Corporation.
3. Articles of Incorporation. The Articles of Incorporation of Sub, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until amended; provided, however, that, effective as of the Effective Time, Article I of the Articles of Incorporation of Sub is hereby amended to read in its entirety as set forth below:

"ARTICLE 1
Name

The name of this corporation is: Webcapades, Inc."

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4. Bylaws. The Bylaws of Sub, as in effect immediately prior to the Effective Time, shall be by the Bylaws of the Surviving Corporation, until amended.
5. Effect of Agreement. The parties adopting this Plan shall be bound by the terms and conditions of the Agreement. In the event of any inconsistency between the Agreement and this Plan, the provisions of this Plan shall control.
6. Effective Time. The Merger shall be effective upon the filing of Articles of Merger in accordance with the provisions of Section 607.1105 of the Act.

WEBCAPADES, INC.

WEBCAPADES ACQUISITION SUB, INC.

By: Scott P. Mitchell 8/19/04 By: Gerard M. Jacobs 8/19/2004
Scott P. Mitchell, President Date Gerard M. Jacobs, President Date

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