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ALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

RESO MERGER SUB, INC.

Certificate of Status	1
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ARTICLES OF MERGER
MERGING REAL ESTATE SCHOOL ONLINE INC. INTO RESO MERGER SUB, INC.
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 REAL ESTATE SCHOOL ONLINE INC., a Florida corporation, into RESO MERGER 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 REAL ESTATE SCHOOL ONLINE INC., into RESO MERGER 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 REAL ESTATE SCHOOL ONLINE INC., on July 15, 2005.
4. The Plan was adopted and approved by the directors and shareholders of RESO MERGER SUB, INC., on July 15, 2005.

REAL ESTATE SCHOOL ONLINE INC.

RESO MERGER SUB, INC.

By: 

Perry Johannesburg, President

Date

By: 

Scott P. Mitchell, 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 d/b/a THINK PARTNERSHIP INC. ("Parent"), RESO MERGER SUB, INC., a Florida corporation ("Sub"), and REAL ESTATE SCHOOL ONLINE 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, (i) Two Million Two Hundred Thousand Dollars (\$2,200,000) in cash; (ii) that number of shares of common stock of Parent having an aggregate value of Two Million Two Hundred Thousand Dollars (\$2,200,000), such stock to be valued at the average closing price per share of Parent's common stock on the principal market on which the shares are then traded on the five trading days prior to July 15, 2005; and (iii) the right to receive the Earnout, as that term is defined in the Agreement dated July 14, 2005, 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: REAL ESTATE SCHOOL ONLINE INC."

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4. Bylaws. The Bylaws of Sub, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until amended.
5. Continuation of Business Enterprise. Sub intends to continue Target's historic business, and to use a significant portion of Target's historic business assets in a business, following the Merger.
6. 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.
7. 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.

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