

P31873

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

400002788654--4
-02/26/99-01070-010
*****70.00 *****70.00

CORPORATION(S) NAME

Global Resource Management, Inc. *Merger*
Merging with and into: Mastech Systems Corporation

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<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 type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<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 *NR*
Updater *NR*
Verifier _____
Acknowledgement _____
W.P. Verifier _____

02/26/99

99 FEB 26 PM 4:09
TALLAHASSEE, FLORIDA

*00789, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

GLOBAL RESOURCE MANAGEMENT, INC., a Florida corporation
P95000061333

into

MASTECH SYSTEMS CORPORATION, a Pennsylvania corporation P31873

File date: February 26, 1999 , effective February 28, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED

99 MAR -1 PM 3:21

DIVISION OF CORPORATION

February 26, 1999

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: MASTECH SYSTEMS CORPORATION
Ref. Number: P31873

We have received your document for MASTECH SYSTEMS CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the date of adoption by the shareholders of Mastech Systems Corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 499A00009106

Please back-date
Thank
GHH

EFFECTIVE DATE
2/28/99

FILED
99 FEB 26 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
MASTECH SYSTEMS CORPORATION
AND
GLOBAL RESOURCE MANAGEMENT, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Global Resource Management, Inc. ("Global"), a Florida corporation with and into Mastech Systems Corporation ("Mastech"), a Pennsylvania corporation.

2. The shareholders of Global entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on February 24, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Global with and into Mastech is permitted by the laws of the jurisdiction of organization of Mastech Systems Corporation and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the Board of Directors of Mastech was February 24, 1999. Shareholder approval for Mastech was not required.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:58 a.m. on February 28, 1999.

Executed on February 24, 1999.

MASTECH SYSTEMS CORPORATION

By: [Signature]
Name: Sunil Wadhvani
Title: Co-Chairman and CEO

GLOBAL RESOURCE MANAGEMENT, INC.

By: [Signature]
Name: Richard D. Porter, Jr
Title: President

PLAN OF MERGER

THIS PLAN OF MERGER, dated February 24, 1999, between Mastech Systems Corporation., a Pennsylvania corporation (hereinafter sometimes called the "Company"), and Global Resource Management, Inc., a Florida corporation, (hereinafter sometimes called "Global"; Company and Global being hereinafter sometimes called the "Constituent Corporations"),

WITNESSETH:

WHEREAS, the authorized capital stock of Company consists of 20,000,000 shares of common stock, par value \$.01 per share (the "Company Common Stock") and 1,000,000 shares of preferred stock; and

WHEREAS, the authorized capital stock of Global consists of 1,000,000 shares of common stock, par value \$.01 per share (the "Global Common Stock"), 1,000 shares of which are issued and outstanding on the date hereof and held of record on the books of Global by the Company, and no shares of which are held in the treasury of Global; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem this Plan of Merger to be desirable and in the best interests of each of the Constituent Corporations and their respective shareholders and have unanimously approved the Plan of Merger by resolutions duly adopted and have directed that the Plan of Merger be submitted to a vote of Global shareholders entitled to vote thereon for consideration and action with respect thereto.

NOW, THEREFORE, for and in consideration of the premises and of the mutual promises, stipulations, agreements, covenants and conditions herein contained, and for the purpose of stating the terms and conditions of this Plan of Merger, the mode of carrying the same into effect, the manner of canceling the shares of Global Common Stock issued and outstanding immediately prior to the Effective Time (as hereafter defined), and such other details and provisions as are deemed desirable and in accordance with the applicable provisions of the Business Corporation Law of the Commonwealth of Pennsylvania and the Business Corporation Act of the State of Florida, the parties hereto agree as follows, intending to be legally bound hereby:

MERGER

At the Effective Time on the Effective Date of the Merger (each as hereinafter defined), Global shall be merged with and into the Company, with the Company (hereinafter sometimes called the "Surviving Corporation") as the surviving corporation of the Merger. Subject to and consistent with the terms and conditions herein provided, Articles of Merger prepared in accordance with this Plan of Merger and in accordance with the provisions of the Pennsylvania Business Corporation Law and the Florida Business Corporation Act shall be executed and filed with the respective Bureaus on the Effective Date. Following the Effective Time of the Merger, the corporate existence of the Company shall continue unaffected and unimpaired, and as the Surviving Corporation of the Merger, the Company shall continue to be a corporation governed by the laws of the Commonwealth of Pennsylvania.

Each share of Global Common Stock issued and outstanding on the Effective Date (including shares subject to restrictions as to transfer or otherwise), shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and thereafter cease to exist; and

The separate corporate existence of Global, a wholly owned subsidiary of the Company prior to the Merger, shall also cease to exist as of the Effective Date.

The Merger shall become effective at the time (the "Effective Time") and on the date (the "Effective Date") as provided on the Articles of Merger filed with the Corporation Bureaus of the Commonwealth of Pennsylvania and the State of Florida.

ARTICLES OF INCORPORATION

The articles of incorporation of the Company shall be and remain the articles of incorporation of the Surviving Corporation until amended in accordance with applicable law.

BYLAWS

The bylaws of the Company shall be and remain the Bylaws of the Surviving Corporation until amended in accordance with applicable law.

BOARD OF DIRECTORS AND OFFICERS

The directors of the Surviving Corporation from and after the Effective Time, and until the earlier of their respective death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be, shall be Sunil Wadhwani and Ashok Trivedi. The officers of the Surviving Corporation from and after the Effective Time, and until the earlier of their respective death, resignation or removal or until their respective successors are duly elected and qualified, as the

case may be, shall be: Sunil Wadhvani as Co-Chairman and Chief Executive Officer, Ashok Trivedi as Co-Chairman and President Secretary and Treasurer.

RIGHTS AND OBLIGATIONS

At the Effective Time of the Merger, the separate existence of Global shall cease and in accordance with the terms of this Plan of Merger, the Company shall possess and be vested with all of the rights, privileges, franchises, immunities and powers and all property (real, personal or mixed) of Global, debts due to Global, chooses in action and all other things belonging to Global, and the Company shall be subject to all of the restrictions, liabilities, disabilities and duties of Global.

The identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of the Company shall continue unaffected and unimpaired by the Merger.

MULTIPLE COUNTERPARTS; TITLES

For the convenience of the parties hereto and to facilitate the required filing of documents, any number of counterparts of this Plan of Merger may be executed, and each such counterpart shall be deemed to be an original instrument.

The titles of the Articles of this Plan of Merger are inserted for convenience of reference and shall not affect the meaning of the terms hereof.

ABANDONMENT OF MERGER

Notwithstanding the approval of this Plan of Merger by the shareholders of either or both of the Constituent Corporations, this Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date of the Merger by consents of the Board of the Constituent Corporations.

TERMINATION OF MERGER BY EXPIRATION OF TIME

In the event that the Effective Date of the Merger does not occur on or before February 28, 1999, this Plan of Merger shall terminate without any action on the part of either of the parties hereto. Notwithstanding the foregoing, the Effective Date may be extended by mutual written consent of Global and the Company.

AMENDMENTS

Prior to the Effective Time, the Boards of Directors of the Constituent Corporations may amend this Plan of Merger, except that any amendment made subsequent to the adoption of the Plan by the shareholders of any Constituent Corporation shall not change:

The amount or kind of shares, obligations, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the Constituent Corporation;

Any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger; or

Any of the terms and conditions of this Plan of Merger if the change would adversely affect the holders of any shares of the Constituent Corporations.

[Signatures on Following Page]

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan of Merger to be signed by a duly authorized officer in accordance with the Business Corporation Law of the Commonwealth of Pennsylvania as of the day and year first above written.

ATTEST:

Mary D. Colin

ATTEST:

Joshua E. Peters

MASTECH SYSTEMS CORPORATION

By: Sunil Wadhvani
Sunil Wadhvani

GLOBAL RESOURCE MANAGEMENT, INC.

By: Richard D. Porter, Jr.
Richard D. Porter, Jr.