



THE UNITED STATES
CORPORATION
COMPANY

P960000019270

ACCOUNT NO. : 072100000032

REFERENCE : 649357 1579E

AUTHORIZATION : Patricia Poyt

COST LIMIT : \$ 122.50

ORDER DATE : December 24, 1997

ORDER TIME : 1:05 PM

ORDER NO. : 649357-005

CUSTOMER NO: 1579E

CUSTOMER: Nelson Carryl, Esq
Foley & Lardner
P. O. Box 3391
100 North Tampa, Suite 2700
Tampa, FL 33602-5804

EFFECTIVE DATE
12/31/97

Merger

4000002382964--7

ARTICLES OF MERGER

DIAGSOFT, INC.

INTO

SYKES ENTERPRISES,
INCORPORATED

FILED
97 DEC 26 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

RECEIVED
97 DEC 26 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000019270

ARTICLES OF MERGER
Merger Sheet

MERGING:

DIAGSOFT, INC., a California corporation F96000002559

INTO

SYKES ENTERPRISES, INCORPORATED, a Florida corporation,
P96000019270

File date: December 26, 1997, effective December 31, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

EFFECTIVE DATE
12/31/97

FILED
97 DEC 26 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
DIAGSOFT, INC., a California corporation
WITH AND INTO
SYKES ENTERPRISES, INCORPORATED, a Florida corporation

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), **SYKES ENTERPRISES, INCORPORATED**, a Florida corporation, and **DIAGSOFT, INC.**, a California corporation, do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations (the "Constituent Corporations") which are parties to the merger (the "Merger") contemplated by these Articles of Merger are **SYKES ENTERPRISES, INCORPORATED**, a Florida corporation, and **DIAGSOFT, INC.**, a California corporation. The surviving corporation (the "Surviving Corporation") in the Merger is **SYKES ENTERPRISES, INCORPORATED**.

SECOND: The plan of merger is set forth in that certain Agreement and Plan of Merger dated December 17th, 1997 between **SYKES ENTERPRISES, INCORPORATED** and **DIAGSOFT, INC.** (the "Plan of Merger"), a copy of which Plan of Merger is attached hereto as Exhibit "A".

THIRD: The Plan of Merger was adopted by the Board of Directors of **SYKES ENTERPRISES INCORPORATED** by written consent action dated December 17th, 1997. Shareholder approval is not required because **SYKES ENTERPRISES, INCORPORATED** owns one-hundred percent (100%) of the outstanding shares of stock of **DIAGSOFT, INC.** and the Merger is being effectuated pursuant to Section 607.1104 of the **FBCA**.

FOURTH: The Merger shall become effective at 11:59 p.m. on December 31, 1997 (the "Effective Date" of the Merger), in accordance with the provisions of Section 607.1105 of the **FBCA**.

These articles of merger may be executed in two or more counterparts all of which when taken together shall constitute one instrument.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 17th day of December, 1997.

"CONSTITUENT CORPORATIONS"

Attest:

SYKES ENTERPRISES, INCORPORATED

Margery Bass
Margery Bass, Secretary

By: John L. Crites, Jr.
John L. Crites, Jr.,
Vice President - General Counsel

Attest:

Margery Bass
Margery Bass, Secretary

DIAGSOFT, INC.

By: Scott J. Bendert
Scott J. Bendert,
Vice President - Finance, Treasurer

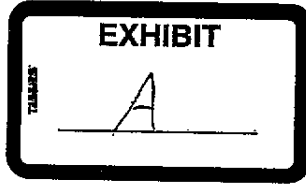
Attest:

Margery Bass
Margery Bass, Secretary

"SURVIVING CORPORATION"

SYKES ENTERPRISES, INCORPORATED

By: John L. Crites, Jr.
John L. Crites, Jr.,
Vice President - General Counsel



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AGREEMENT AND PLAN OF MERGER

By and Between

SYKES ENTERPRISES, INCORPORATED, a Florida corporation

and

DIAGSOFT, INC., a California corporation

with

SYKES ENTERPRISES, INCORPORATED, a Florida corporation

as the
"Surviving Corporation"

December ¹⁷/₁₇, 1997

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Plan of Merger**") made and entered into this 17th day of December, 1997 by and between:

SYKES ENTERPRISES, INCORPORATED, a Florida corporation with its principal office currently located at 100 North Tampa Street, Suite 3900, Tampa, Florida 33602.

and

DIAGSOFT, INC., a California corporation with its principal office currently located at 6200 Courtney Campbell Causeway, Suite 320, Tampa, FL 33607.

WITNESSETH:

WHEREAS, **DiagSoft, Inc.** is a corporation duly organized and existing under and by virtue of the laws of the State of California; and

WHEREAS, **Sykes Enterprises, Incorporated** is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, **Sykes Enterprises, Incorporated** owns one hundred percent (100%) of the issued and outstanding shares of stock of **DiagSoft, Inc.**; and

WHEREAS, pursuant to duly authorized action by its Board of Directors **Sykes Enterprises, Incorporated** has determined that **DiagSoft, Inc.** shall be merged with and into **Sykes Enterprises, Incorporated** (the "**Merger**") upon the terms and conditions and in the manner set forth in this Plan of Merger.

NOW THEREFORE, in consideration of the mutual premises herein contained, **DiagSoft, Inc.** and **Sykes Enterprises, Incorporated** hereby agree as follows:

1. **MERGER**. Pursuant to applicable provisions of the Florida Business Corporation Act and applicable provisions of the California General Corporation Law, **DiagSoft, Inc.** shall be merged with and into **Sykes Enterprises, Incorporated**, upon the terms and conditions set forth in this Plan of Merger and **Sykes Enterprises, Incorporated** shall continue under the laws of the State of Florida as the Surviving Corporation.

2. **SURVIVING CORPORATION**. On and after the Effective Date (as defined below) of the Merger:

a. **Sykes Enterprises, Incorporated** shall be the Surviving Corporation, and shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations of such Surviving Corporation as are provided by Chapter 607, Florida Statutes.

b. **DiagSoft, Inc.** shall cease to exist, and its property, rights and obligations shall become the property, rights and obligations of **Sykes Enterprises, Incorporated** as the Surviving Corporation.

3. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are the following:

a. **Articles of Incorporation.** The Articles of Incorporation of **Sykes Enterprises, Incorporated** shall continue as the Articles of Incorporation of the Surviving Corporation.

b. **Bylaws.** The Bylaws of **Sykes Enterprises, Incorporated** shall continue as the Bylaws of the Surviving Corporation.

c. **Directors.** The current Directors of **Sykes Enterprises, Incorporated** shall continue as the directors of the Surviving Corporation and each such director shall serve until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal as provided for in the Bylaws of **Sykes Enterprises, Incorporated**.

d. **Outstanding Shares of DiagSoft, Inc.** All of the issued and outstanding capital stock of **DiagSoft, Inc.** are held by **Sykes Enterprises, Incorporated** (the "Parent Corporation"). On the Effective Date of the Merger, all shares of issued and outstanding capital stock of **DiagSoft, Inc.** held by the Parent Corporation shall be cancelled.

e. **Outstanding Shares of Sykes Enterprises, Incorporated.** On the Effective Date of the Merger, all of the issued and outstanding capital stock of **Sykes Enterprises, Incorporated** shall remain outstanding and not affected by the Merger.

4. **APPROVAL.** The Merger contemplated by this Plan of Merger has previously been submitted to and approved by the Board of Directors of **Sykes Enterprises, Incorporated** pursuant to written consent action dated December 17th, 1997. Shareholder approval is not required because **Sykes Enterprises, Incorporated** owns one-hundred percent (100%) of the outstanding shares of the stock of **DiagSoft, Inc.** and the Merger is being effectuated pursuant to Section 607.1104 of the Florida Business Corporation Act.

5. **EFFECTIVE DATE OF MERGER.** The Merger shall become effective at 11:59 p.m. on December 31, 1997 (the "Effective Date" of the Merger), in accordance with Section 607.1105 of the Florida Business Corporation Act.

6. **MISCELLANEOUS.**

a. **Governing Law.** This Plan of Merger is to be construed in accordance with the laws of the State of Florida.

b. **No Third Party Beneficiaries.** The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto and the shareholders of **DiagSoft, Inc.** and **Sykes Enterprises, Incorporated**, and no person not a party to this Plan of Merger shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

c. **Complete Agreement.** This Plan of Merger constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

This Agreement and Plan of Merger may be executed in two or more counterparts all of which when taken together shall constitute one instrument.

IN WITNESS WHEREOF, **SYKES ENTERPRISES, INCORPORATED** and **DIAGSOFT, INC.** have caused this Plan of Merger to be executed.

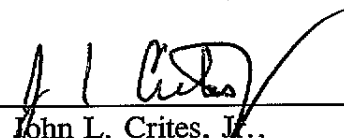
"CONSTITUENT CORPORATIONS"

Attest:

SYKES ENTERPRISES, INCORPORATED



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By: 

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Vice President - General Counsel

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