



THE UNITED STATES CORPORATION COMPANY

P96000019270

ACCOUNT NO. : 072100000032

REFERENCE : 649383 1579E

AUTHORIZATION *Patricia Pappas*

COST LIMIT : \$ 122.50

ORDER DATE : December 24, 1997

ORDER TIME : 1:19 PM

EFFECTIVE DATE
12/31/97

ORDER NO. : 649383-005

CUSTOMER NO: 1579E

500002382965--0

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

merger

ARTICLES OF MERGER

INFO SYSTEMS OF NORTH CAROLINA, INC.

Name Availability *12/26/97*

Document *INFO*

Examiner *Row*
~~SYKES ENTERPRISES, INCORPORATED~~ *Row*

Update *Row*
Verifier *Row*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
97 DEC 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

P96000019270

ARTICLES OF MERGER
Merger Sheet

MERGING:

INFO SYSTEMS OF NORTH CAROLINA, INC., a North Carolina corporation not
authorized to transact business in Florida

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 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
INFO SYSTEMS OF NORTH CAROLINA, INC., a North Carolina 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 INFO SYSTEMS OF NORTH CAROLINA, INC., a North Carolina 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 INFO SYSTEMS OF NORTH CAROLINA, INC., a North Carolina 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 INFO SYSTEMS OF NORTH CAROLINA, 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 INFO SYSTEMS OF NORTH CAROLINA, 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"
SYKES ENTERPRISES, INCORPORATED

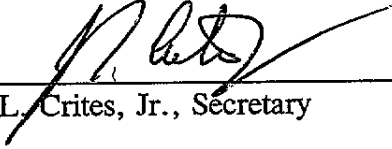
Attest:

Margery Bass
Margery Bass, Secretary

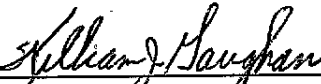
By: John L. Crites, Jr.
John L. Crites, Jr.,
Vice President - General Counsel

Attest:

**INFO SYSTEMS OF NORTH
CAROLINA, INC.**



John L. Crites, Jr., Secretary

By: 
William J. Gaughan,
President

Attest:

**"SURVIVING CORPORATION"
SYKES ENTERPRISES, INCORPORATED**

Margery Bass, Secretary

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

Attest:

**INFO SYSTEMS OF NORTH
CAROLINA, INC.**

John L. Crites, Jr, Secretary

By: _____
William J. Gaughan,
President

Attest:

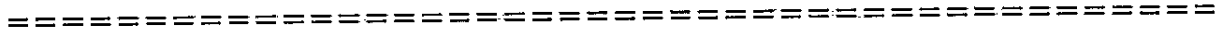
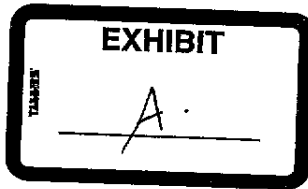
"SURVIVING CORPORATION"

SYKES ENTERPRISES, INCORPORATED

Margery Bass

Margery Bass, Secretary

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



AGREEMENT AND PLAN OF MERGER

By and Between

SYKES ENTERPRISES, INCORPORATED, a Florida corporation

and

INFO SYSTEMS OF NORTH CAROLINA, INC., a North Carolina corporation

with

SYKES ENTERPRISES, INCORPORATED, a Florida corporation

as the

"Surviving Corporation"

December th 7, 1997

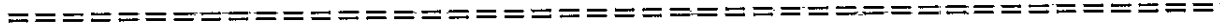


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AGREEMENT AND PLAN OF MERGER

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

INFO SYSTEMS OF NORTH CAROLINA, INC., a North Carolina corporation with its principal office currently located at 7500 E. Independence Boulevard, Charlotte, North Carolina 28227 ("**Info Systems**").

WITNESSETH:

WHEREAS, **Info Systems** is a corporation duly organized and existing under and by virtue of the laws of the State of North Carolina; 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 **Info Systems**; and

WHEREAS, pursuant to duly authorized action by its Board of Directors **Sykes Enterprises, Incorporated** has determined that **Info Systems** 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, **Info Systems** 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 North Carolina Business Corporation Act, **Info Systems** 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. **Info Systems** 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 Info Systems** All of the issued and outstanding capital stock of **Info Systems** 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 **Info Systems** 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 **Info Systems** 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 **Info Systems 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 INFO SYSTEMS OF NORTH CAROLINA, INC. have caused this Plan of Merger to be executed.

"CONSTITUENT CORPORATIONS"

Attest:

Margery Bass
Margery Bass, Secretary

SYKES ENTERPRISES, INCORPORATED

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

Attest:

John L. Crites, Jr.
John L. Crites, Jr., Secretary

INFO SYSTEMS OF NORTH CAROLINA, INC.

By: William J. Gaughan
William J. Gaughan,
President

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

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SYKES ENTERPRISES, INCORPORATED

Margery Bass, Secretary

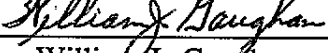
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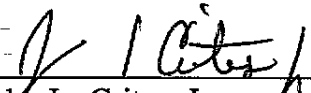
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Attest:



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