

P97000012550

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## MERGER OR SHARE EXCHANGE

ECWERKS, INC.

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*Merger*

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**ARTICLES OF MERGER**  
**Merger Sheet**

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**MERGING:**

**IMRSHELF, INC.**, a Florida corporation, P98000089416

**INTO**

**ECWERKS, INC.**, a Florida corporation, P97000012550

File date: January 15, 1999

Corporate Specialist: Darlene Connell

FROM HOLLAND & KNIGHT LLP TAMPA  
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(FRI) 1.15.99 14:25/ST. 14:20/NO. 4260953727 P 2

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
BETWEEN  
ECWERKS, INC.  
AND  
IMRSHELF, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, ECWerks, Inc., a Florida corporation (the "Surviving Corporation") and IMRshelf, Inc., a Florida corporation (the "Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger.

**ARTICLE I**

The Plan of Merger, as contained in the Agreement and Plan of Merger dated as of January 11, 1999, effecting the Merger of the Merging Corporation with and into the Surviving Corporation is attached hereto and made a part of these Articles of Merger as Exhibit "A" (the "Plan of Merger").

**ARTICLE II**

The effective time and date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

**ARTICLE III**

The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on January 10, 1999 and by the written consent of the holders of a majority of its outstanding shares of common stock on January 15, 1999. The Plan of Merger was adopted by the Merging Corporation by the unanimous written consent of its Board of Directors on January 11, 1999 and by the written consent of its sole shareholder on January 11, 1999.

**ARTICLE IV**

This document may be executed in multiple counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatures to the original or the same counterpart.

H99000001257 7  
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FROM HOLLAND & KNIGHT LLP TAMPA  
H99000001257

(FRI) 1.15.99 14:25/ST. 14:20/NO. 4260953727 P 3

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the  
15th day of January, 1999.

ECWERKS, INC., a Florida corporation

By: James T. Pollard  
James T. Pollard, Chief Executive Officer

IMRSHELF, INC., a Florida corporation

By: Vincent Addonizio  
Vincent Addonizio, President

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**EXHIBIT "A"**

**PLAN OF MERGER  
BETWEEN  
ECWERKS, INC.  
AND  
IMRSHelf, INC.**

ECWerks, Inc., a Florida corporation, and IMRshelf, Inc., a Florida corporation, hereby adopt the following Plan of Merger, dated as of January 11, 1999, pursuant to Section 607.1101 of the Florida Business Corporation Act.

- (a) The name of each of the corporations planning to merge is:
- i) The name of the surviving corporation is ECWerks, Inc. (the "Surviving Corporation"); and
  - ii) The name of the merging corporation is IMRshelf, Inc. (the "Merging Corporation").
- (b) The effective time and date of the merger shall be upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").
- (c) The general terms and conditions of the merger are as follows:
- At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.
- (d) The manner and basis of converting the shares of each corporation shall be as follows:
- A. At the Effective Time, by virtue of the merger and without any further action on the part of the Merging Corporation, each issued and outstanding share of common stock, no par value per share, of the Merging Corporation immediately prior to the Effective Time shall be converted into, and become exchangeable for, one fully paid and nonassessable share of common stock, par value \$0.01 per share, of the Surviving Corporation.
  - B. At the Effective Time, by virtue of the merger and without any further action on the part of the Surviving Corporation, each issued and outstanding share of common stock, par value \$0.01 per share, of the Surviving Corporation outstanding immediately prior to the Effective Time, except for options exercised prior to the Effective Time, shall be entitled to receive, without interest, (i) shares of common stock, par value \$0.10 per share (the "IMR Common Stock"), of IMRglobal Corp. ("IMR"), the sole shareholder of the Merging Corporation, and cash, in an aggregate amount not to exceed \$5.0 million, to be distributed at the Effective Time, and (ii) if

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ECWerks meets certain financial targets, (A) cash or (B) additional shares of IMR Common Stock, and cash in lieu of fractional shares, to be distributed ten business days after IMR files its Form 10-K for calendar year 1999 with the Securities and Exchange Commission.

(e) The articles of incorporation of the Surviving Corporation shall be amended by deleting the existing articles of incorporation in their entirety, and restating the articles of incorporation as follows:

- FIRST: The name of the corporation is: ECWerks, Inc.
- SECOND: The street address of the current principal office, and the mailing address of the corporation is: 26750 U.S. Highway 19 North, Suite 500, Clearwater, Florida 33761.
- THIRD: The number of shares the corporation is authorized to issue is: 100
- FOURTH: The street address of the current registered office of the corporation is 26750 U.S. Highway 19 North, Suite 500, Clearwater, Florida 33701, and the name of its current registered agent at such address is Dilip Patel.
- FIFTH: The name and address of the current directors are:
- |                   |   |
|-------------------|---|
| Satish K. Sanan   | 26750 U.S. Highway 19 North, Suite 500, Clearwater, Florida 33761 |
| Vincent Addonizio | 26750 U.S. Highway 19 North, Suite 500, Clearwater, Florida 33761 |
| John R. Hindman   | 26750 U.S. Highway 19 North, Suite 500, Clearwater, Florida 33761 |
| James T. Pollard  | 100 North Tampa Street, Suite 3600, Tampa, Florida 33602.         |

The articles of incorporation of the Surviving Corporation as amended and restated herein shall be the articles of incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed under the laws of Florida.

(f) The bylaws of the Merging Corporation at the Effective Time will become the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided.

(g) The Boards of Directors of each corporation party to the merger may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.