

MAR-11-2005 10:27 AM C T CORPORATION
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MERGER OR SHARE EXCHANGE
CONTRACT MANAGEMENT SOLUTIONS, INC.

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Merger
CW 3/11/05

**ARTICLES OF MERGER
OF
CMSI ACQUISITION CORP.
WITH AND INTO
CONTRACT MANAGEMENT SOLUTIONS, INC.**

FILED
05 MAR 11 PM 3:35
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105, Florida Statutes, **CMSI ACQUISITION CORP.**, a Florida corporation, and **CONTRACT MANAGEMENT SOLUTIONS, INC.**, a Florida corporation, do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are **CMSI ACQUISITION CORP.** and **CONTRACT MANAGEMENT SOLUTIONS, INC.** **CONTRACT MANAGEMENT SOLUTIONS, INC** is the surviving corporation.

SECOND: The plan of merger is set forth in that certain Plan and Agreement of Merger, between **CMSI ACQUISITION CORP.** and **CONTRACT MANAGEMENT SOLUTIONS, INC.** (the "Agreement of Merger"). An executed copy of the Agreement of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein.

THIRD: The Agreement of Merger was adopted by the Board of Directors and Shareholders of **CONTRACT MANAGEMENT SOLUTIONS, INC.** by written consent executed as of March 1, 2005. The Agreement of Merger was adopted by the Board of Directors and Sole Shareholder of **CMSI ACQUISITION CORP.**, by written consent executed as of March 1, 2005.

FOURTH: The Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of Florida.


(Signatures appear on following page)

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 10th day of March, 2005.

CMSI ACQUISITION CORP.


By: _____
Print Name: _____
Title: _____

**CONTRACT MANAGEMENT SOLUTIONS,
INC.**

By:  _____
Print Name: Steven C. Raiberg
Title: President & CEO

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 10th day of March, 2005.

CMSI ACQUISITION CORP.

By: 
Print Name: Mark F. Moril
Title: Pres. & CEO

CONTRACT MANAGEMENT SOLUTIONS, INC.

By: _____
Print Name: _____
Title: _____

EXHIBIT "A"

Plan and Agreement of Merger

[copy attached]

PLAN AND AGREEMENT OF MERGER
By and Between
CMSI ACQUISITION CORP. and
CONTRACT MANAGEMENT SOLUTIONS, INC.

THIS PLAN AND AGREEMENT OF MERGER (hereinafter called "Agreement"), dated this 10th day of March, 2005, is entered into by and between CMSI ACQUISITION CORP., a Florida corporation ("CAC"), and CONTRACT MANAGEMENT SOLUTIONS, INC., a Florida corporation ("CMSI").

WITNESSETH:

WHEREAS, the sole shareholder of CAC is Procuri, Inc., a Delaware corporation, and the shareholders of CMSI are Steven L. Rosbury, Valerie Stanley, Robert F. Gambotz and David Bolton;

WHEREAS, the board of directors of CAC has determined that it is advisable and generally to the advantage and welfare of CAC and its sole shareholder, and the board of directors of CMSI has determined that it is advisable and generally to the advantage and welfare of CMSI and its shareholders, that CAC be merged into CMSI on the terms herein set forth; and

WHEREAS, the respective boards of directors of CAC and CMSI, by resolutions duly adopted, have approved and adopted this Agreement and directed that it be submitted to the sole shareholder of CAC and the shareholders of CMSI, respectively, for approval; and

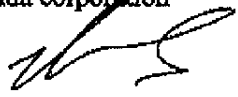
WHEREAS, the sole shareholder of CAC and all of the shareholders of CMSI have approved this Agreement.

NOW, THEREFORE, CAC and CMSI, in consideration of the premises and of the mutual provisions, agreements and covenants contained herein and in accordance with the applicable statutes of the State of Florida, hereby agree as follows:

1. **Corporate Existence of Surviving Corporation.** At the effective time of the merger, CAC shall be merged with and into CMSI which shall be the surviving corporation (such merger being hereinafter sometimes referred to as the "Merger"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of CMSI (hereinafter sometimes referred to as the "Surviving Corporation") shall continue unaffected and unimpaired by the Merger; the corporate identity, existence, purposes, powers, franchises, rights and immunities of CAC shall be merged into the Surviving Corporation; and the Surviving Corporation shall be fully vested therewith. The separate existence of CAC, except insofar as otherwise specifically provided by law, shall cease at the effective time of the Merger whereupon CAC and the Surviving Corporation shall be and become one single corporation.

2. **Articles of Incorporation of Surviving Corporation.** The articles of incorporation of CMSI, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the articles of incorporation of the Surviving Corporation.

CMSI ACQUISITION CORP.,
a Florida corporation

By: 

Print Name: Mark F. Morel
Title: President

CONTRACT MANAGEMENT SOLUTIONS,
INC., a Florida corporation

By: _____
Print Name: Steven L. Rosbury
Title: President

CMSI ACQUISITION CORP.,
a Florida corporation

By: _____
Print Name: Mark F. Morel
Title: President

CONTRACT MANAGEMENT SOLUTIONS,
INC., a Florida corporation

By: _____
Print Name: Steven L. Kosbury
Title: President