

FROM

(FRI) 8. 20' 99 12:01/ST. 12:01/NO. 4260823269 P 1

P98000083722

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

COMPUHELPLINE, INC., a Texas Corporation

Certificate of Status	1
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Merger

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08-20-99

8/20/99

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

SYKES ACQUISITION CO., a Florida corporation, P98000083722

INTO

COMPUHELPLINE, INC., a Texas corporation not qualified in Florida

File date: August 20, 1999

Corporate Specialist: Darlene Connell

FROM

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ARTICLES OF MERGER

of

SYKES ACQUISITION CO., a Florida corporation,

(the "Terminating Corporation")

with and into

COMPUHELPLINE, INC., a Texas corporation

with

COMPUHELPLINE, INC., a Texas corporation

(as the "Surviving Corporation")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Texas Business Corporation Act, Sykes Acquisition Co., a Florida corporation, and CompuHelpLine, Inc. a Texas 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 Sykes Acquisition Co., a Florida corporation (hereinafter referred to as the "Terminating Corporation"), and CompuHelpLine, Inc., a Texas corporation (hereinafter referred to as the "Surviving Corporation").

SECOND: The plan of merger is set forth in that certain Agreement and Plan of Merger, dated August 20, 1999 by and between the Terminating Corporation and the Surviving Corporation (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 (i) the joint unanimous written consent of the Board of Directors and the sole shareholder of the Terminating Corporation dated August 20, 1999; and (ii) by resolution adopted at a Special Combined Meeting of the Board of Directors and Shareholders of the Surviving Corporation held on August 17, 1999.

FOURTH: The Merger shall become effective upon the filing of these Articles of Merger with the Florida Secretary of State as required by the Florida Business Corporation Act and the filing of Articles of Merger with the Texas Secretary of State in compliance with the provisions of the Texas Business Corporation Act.

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

Martin A. Traber, Esq.
Foley & Lardner
100 N. Tampa St.
Suite 2800
Tampa, Florida 33601
(813) 225-4106
Florida Bar No.: 99806

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IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 20th day of August, 1999.

"Terminating Corporation"

SYKES ACQUISITION CO.

By: *Scott J. Bendert*
Name: Scott J. Bendert
Title: Director

"Surviving Corporation"

COMPUHELPLINE, INC.

By: *Fisher Gill*
Name: FISHER GILL
Title: CHAIRMAN & CEO

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Exhibit A**AGREEMENT AND PLAN OF MERGER**

The Board of Directors and the sole shareholder of Sykes Acquisition Co., a Florida corporation (the "Terminating Corporation"), and the Board of Directors and the shareholders of CompuHelpLine, Inc., a Texas corporation (the "Surviving Corporation") have approved the merger of the Terminating Corporation with and into the Surviving Corporation (the "Merger"), upon the terms and subject to the conditions set forth herein:

1. **MERGER; SURVIVING CORPORATION.** Pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Texas Business Corporation Act, the Terminating Corporation shall and will be merged with and into the Surviving Corporation; and on and after the Effective Date (as defined below) of the Merger:

a. The Surviving Corporation shall continue to exist as a corporation under the laws of the State of Texas, with all of the rights and obligations as are provided by the Texas Business Corporation Act.

b. The Terminating Corporation shall cease to exist, and all of its rights and obligations shall become the property, rights and obligations of the Surviving Corporation.

2. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are as follows:

a. **Articles of Incorporation.** On and after the Effective Date of the Merger, the Articles of Incorporation of CompuHelpLine, Inc. shall continue as the Articles of Incorporation of the Surviving Corporation.

b. **Bylaws.** The Bylaws of CompuHelpLine, Inc. shall continue as the Bylaws of the Surviving Corporation, unless and until the same shall be amended or repealed in accordance with their provisions and the laws of the State of Texas.

c. **Directors.** Mr. Scott J. Bendert. shall be the sole director of the Surviving Corporation, and shall serve until his successor is duly elected and qualified or until his earlier death, resignation or removal as provided in the Bylaws of CompuHelpLine, Inc.

d. **Outstanding Shares of the Terminating Corporations.** Each share of the common stock of the Terminating Corporation issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one fully paid and nonassessable share of the common stock of the Surviving Corporation. From and after the Effective Time, each outstanding certificate theretofore representing shares of the common stock of the Terminating Corporation shall be deemed for all purposes to evidence ownership of and

to represent the number of shares of common stock of the Surviving Corporation into which such shares of the common stock of the Terminating Corporation shall be converted. Promptly after the Effective Time, the Surviving Corporation shall issue to Sykes Enterprises, Incorporated, as the sole shareholder of the common stock of the Terminating Corporation, a stock certificate representing shares of the common stock of the Surviving Corporation to evidence the conversion described herein.

e. **Outstanding Shares of the Surviving Corporation.** The shares of the CompuHelpLine, Inc. issued and outstanding immediately prior to the Effective Time will be converted into the right to receive a combination of cash and shares of the common stock of Sykes Enterprises, Incorporated, a Florida corporation, par value \$0.01 per share ("Sykes Stock"), which cash and Sykes Stock shall be payable as follows: (i) cash in the amount of Forty Thousand Dollars (\$40,000) (the "Cash Consideration") shall be payable on the closing date (the "Closing Date") of the Merger transaction, and (ii) Sykes Enterprises, Incorporated shall deliver an executed letter to its transfer agent authorizing the issuance of that number of shares of Sykes Stock determined by dividing the sum of Three Hundred Thousand Dollars (\$300,000) by the closing price per share of Sykes Stock as listed in the Wall Street Journal on the first business day immediately preceding the Closing Date, rounded to the nearest whole number (the "Stock Consideration"). The Cash Consideration and the Stock Consideration shall be allocated to the two (2) shareholders of the CompuHelpLine, Inc. equally, since each such shareholder owns fifty percent (50%) of the issued and outstanding shares of stock of the CompuHelpLine, Inc.

3. **APPROVAL.**

The Merger has previously been submitted to and approved by the Board of Directors and the sole shareholder of the Terminating Corporation by joint unanimous written consent action dated August 20, 1999; and by the Board of Directors and shareholders of the CompuHelpLine, Inc. by resolution adopted at a Special Combined Meeting of the Board of Directors and Shareholders of the Surviving Corporation held on August 17, 1999.

4. **EFFECTIVE DATE OF MERGER.** The Merger shall become effective, upon the filing of Articles of Merger with the Secretary of State of Texas in accordance with the Texas Business Corporation Act and the filing of Articles of Merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act. The time of such effectiveness is hereafter called the "Effective Date."

5. **MISCELLANEOUS.**

a. **Service of Process.** On and after the Effective Date, the Surviving Corporation agrees that it may be served with process in Florida in any proceeding for enforcement of the obligations of the Terminating Corporation or the Surviving Corporation arising from the Merger. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceeding and specifies the following address as the

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address to which the Secretary of State of the State of Florida is requested to mail a
copy of any such process:

CompuHelpLine, Inc.
4203 Astwood Court
Houston, Texas 77068
Attention: President

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