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Florida Department of State
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

IMRglobal Merger Corporation

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
IMRglobal MERGER CORPORATION**

The undersigned, acting as incorporator of IMRglobal Merger Corporation, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

IMRglobal Merger Corporation

ARTICLE II. ADDRESS

The mailing address of the corporation is:

26750 U.S. Highway 19, North
Suite 500
Clearwater, Florida 33761

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 26750 U.S. Highway 19, North, Suite 500, Clearwater, Florida 33761 and the name of the corporation's current registered agent at that address is Dilip Patel.

Robert J. Grammig, Esq.
Holland & Knight LLP
P.O. Box 1288
Tampa, FL 33601
(813) 227-8500
Florida Bar No. 3337882
Audit No. H990000066169

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial director are:

<u>Name</u>	<u>Address</u>
Satish K. Sanan	26750 U.S. Highway 19 North Suite 500 Clearwater, Florida 33761
Vincent Addonisio	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

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert J. Grammig	400 North Ashley Drive Suite 2300 Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

FROM HOLLAND & KNIGHT TAMPA

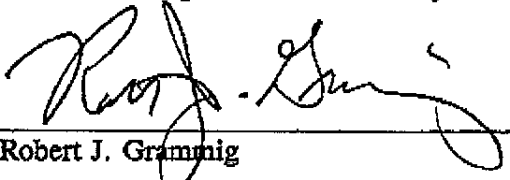
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ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 17th day of March, 1999.


Robert J. Gramm

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FROM HOLLAND & KNIGHT TAMPA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That IMRglobal Merger Corporation, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 26750 U.S. Highway 19 North, Suite 500, City of Clearwater, County of Pinellas, State of Florida 33761, has named Dilip Patel, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 17th day of March, 1999.



Dilip Patel

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