

P99000025227

HOLLAND & KNIGHT	
Requestor's Name	
315 SOUTH CALHOUN STREET	
Address	
Tallahassee, Florida 32301	
City/State/Zip	Phone #
	224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Imre Global Merger Corp and Lakewood Software
(Corporation Name) (Document #) Technology Center Inc.
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk-in

☒ Pick up time

2:00

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
99 APR 28 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Please file
Articles of
merger

200002855692-4
-04/29/99-01002-009
****105.00 ****105.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PROFESSIONAL PARTNERS INC., a New Jersey corporation not qualified in
Florida

LAKEWOOD SOFTWARE TECHNOLOGY CENTER, INC., a New Jersey
corporation not qualified in Florida

INTO

IMRGLOBAL MERGER CORPORATION which changed its name to

IMRGLOBAL - PROFESSIONAL PARTNERS INC., a Florida corporation,
P99000025227.

File date: April 28, 1999

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
BETWEEN
IMRGLOBAL MERGER CORP.,
PROFESSIONAL PARTNERS INC.,
AND
LAKEWOOD SOFTWARE TECHNOLOGY CENTER, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act and Sections 14A:10-5.1 and 14A:10-7 of the Laws of the State of New Jersey, IMRglobal Merger Corp., a Florida corporation (the "Surviving Corporation") and Professional Partners Inc., a New Jersey corporation and Lakewood Software Technology Center, Inc., a New Jersey corporation (collectively, the "Merging Corporations"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporations 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 April 28, 1999, effecting the Merger of the Merging Corporations 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 April 27, 1999 and by the written consent of its sole shareholder, IMRglobal Corp., on April 27, 1999. The Plan of Merger was adopted by each of the Merging Corporations by the unanimous joint written consent of its Board of Directors and its sole shareholder on March 5, 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.

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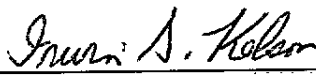
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 28th day of April, 1999.

IMRGLOBAL MERGER CORP., a Florida corporation

By: 


Dilip Patel, Vice President

PROFESSIONAL PARTNERS INC., a New Jersey corporation

By: 

Irwin S. Kelson, Chief Executive Officer

LAKEWOOD SOFTWARE TECHNOLOGY CENTER, INC., a New Jersey corporation

By: 

Irwin S. Kelson, Chief Executive Officer

EXHIBIT "A"

**PLAN OF MERGER
BETWEEN
IMRGLOBAL MERGER CORP.,
PROFESSIONAL PARTNERS INC.
AND
LAKEWOOD SOFTWARE TECHNOLOGY CENTER, INC.**

IMRglobal Merger Corp., a Florida corporation, Professional Partners Inc., a New Jersey corporation and Lakewood Software Technology Center, Inc., a New Jersey corporation, hereby adopt the following Plan of Merger, dated as of April 28, 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 IMRglobal Merger Corp. (the "Surviving Corporation"); and

ii) The names of the merging corporations are Professional Partners Inc. and Lakewood Software Technology Center, Inc. (collectively the "Merging Corporations").

(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 Corporations 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 Corporations. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporations, and neither the rights of the creditors nor any liens on the property of the Merging Corporations 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, each issued and outstanding share of common stock, par value \$.01 per share, of the Surviving Corporation shall remain outstanding.

B. At the Effective Time, by virtue of the merger and without any further action on the part of the Merging Corporations, each of the 20 issued and outstanding shares of common stock shall be converted into the right to receive \$600,000, for a total consideration of \$12.0 million.

(e) The articles of incorporation of the Surviving Corporation shall be amended as follows:

Article I of the Articles of Incorporation shall be amended in its entirety to read as follows:

"The name of the Corporation shall be IMRglobal - ProfessionalL Partners Inc."

The articles of incorporation of the Surviving Corporation as amended 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 Surviving Corporation at the Effective Time shall 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.

TPA3-640541.1