

1099 0000 42697

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

200002880332--6
-05/19/99--01066--005
*****70.00 *****70.00

200002880332--6
-05/19/99--01066--006
*****26.25 *****26.25
Office Use Only

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

1. Imrglobal Chicago Corp
(Corporation Name) (Document #) 200002880332--6
-05/19/99--01066--007
*****8.75 *****8.75
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk-in ☒ Pick up time 4:00
☐ Mail-out ☐ Will wait ☐ Photocopy

☒ Certified Copy ☒ Certificate of Service

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TALLAHASSEE, FLORIDA

NEW FILINGS

Form	
Name	Non-Profit
Availability	Limited Liability
Document Examiner	Domestication
Updater	Other <u>no</u>

AMENDMENTS

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

OTHER FILINGS

Updater/Verifier	
Acknowledgement	Report DOC
Fictitious Name	DOC
W. P. Verifier	
Name Reservation	

REGISTRATION/QUALIFICATION

Foreign	
Limited Partnership	
Reinstatement	
Trademark	

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CINERGI CONSULTING PARTNERS, LLC, A CALIFORNIA LIMITED LIABILITY

INTO

IMRGLOBAL CHICAGO CORP. which changed its name to

IMRGLOBAL - CINERGI CONSULTING PARTNERS, INC., a Florida
corporation, P99000042697

File date: May 19, 1999

Corporate Specialist: Brenda Tadlock

ARTICLES OF MERGER
BETWEEN
IMRGLOBAL CHICAGO CORP.
AND
CINERGI CONSULTING PARTNERS, LLC

9990000042697

Pursuant to Section 607.1105 of the Florida Business Corporation Act and Sections 17550 and 17555 of the Laws of the State of California, IMRglobal Chicago Corp., a Florida corporation (the "Surviving Corporation") and Cinergi Consulting Partners, LLC, a California limited liability company (the "Merging LLC"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging LLC 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 May 1, 1999, effecting the Merger of the Merging LLC with and into the Surviving Corporation is attached hereto and made a part of these Articles of Merger 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 May 13, 1999 and by the written consent of its sole shareholder, IMRglobal Corp., on May 13, 1999. The Plan of Merger was adopted by the Merging LLC by the unanimous written consent of its Members on May 19, 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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05/18/99 11:09 FAX 949 365 5522
FROM HOLLAND & KNIGHT TAMPA

HIGHAM MCCONNELL DUNNING

004

(TUE) 5.18'99 9:32/ST. 9:31/NO. 4260953317 P 3

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

IMRGLOBAL CHICAGO CORP., a Florida
corporation

By: _____
Dilip Patel, Vice President

CINERGI CONSULTING PARTNERS, LLC, a
California limited liability company

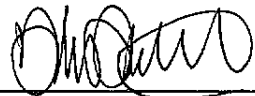
By: _____
Mark Wakelin, Manager

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TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the
____ day of May, 1999.

IMRGLOBAL CHICAGO CORP., a Florida
corporation

By: 
Dilip Patel, Vice President

CINERGI CONSULTING PARTNERS, LLC, a
California limited liability company

By: _____
Mark Wakelin, Manager

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EXHIBIT "A"

**PLAN OF MERGER
BETWEEN
IMRGLOBAL CHICAGO CORP.
AND
CINERGI CONSULTING PARTNERS, LLC**

IMRglobal Chicago Corp., a Florida corporation and Cinergi Consulting Partners, LLC, a California limited liability company, hereby adopt the following Plan of Merger, dated as of May 1, 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 Chicago Corp. (the "Surviving Corporation"); and
 - ii) The name of the merging corporation is Cinergi Consulting Partners, LLC (the "Merging LLC").

(b) The effective time and date of the merger shall be upon the filing of the Articles 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 LLC 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 LLC. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging LLC, and neither the rights of the creditors nor any liens on the property of the Merging LLC 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 LLC, each outstanding membership interest shall be converted into the right to receive a prorata share of \$7,000,000.

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(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 - Cinergi Consulting 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 Board of Directors of the Surviving Corporation and the Members of the Merging LLC may amend the Plan of Merger at any time prior to the filing of the Articles of Merger.

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