

P99000053786

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

100002925181--5
-07/07/99--01041--009
*****70.00 *****70.00

CORPORATION(S) NAME

CFT Acquisition, Inc. (FL)
merging: CFT Consulting, Inc. (FL)

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

07/06/99

Merger w/ N.C.
G. COULLIETTE JUL 07 1999

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL -7 PM 12:28

RECEIVED

FILED
99 JUL -7 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CFT CONSULTING, INC., a Florida corporation, P95000027712

INTO

CFT ACQUISITION, INC. which changed its name to

CFT CONSULTING, INC., a Florida corporation, P99000053786.

File date: July 7, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

The following Articles of Merger are submitted this 6th day of July, 1999 in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name	Jurisdiction
CFT Acquisition, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

Name	Jurisdiction
CFT Acquisition, Inc.	Florida
CFT Consulting, Inc.	Florida

Third: The Plan of Merger is attached.

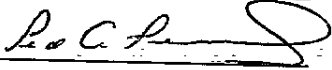
Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on July 2, 1999.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 1, 1999.

FILED
99 JUL -7 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	Typed or Printed Name of <u>Individual &</u> <u>Title</u>
<u>CFT Consulting, Inc.</u>		
<u>CFT Acquisition, Inc.</u>		<u>Ted A. Fernandez, President</u>

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

Name	Jurisdiction
CFT Acquisition, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

Name	Jurisdiction
CFT Acquisition, Inc.	Florida
CFT Consulting, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

Upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Time"), CFT Consulting, Inc. ("Consulting") shall be merged with and into CFT Acquisition, Inc. ("Acquisition"), the separate existence of Consulting shall thereupon cease, and Acquisition shall be the surviving corporation. All the properties, rights, privileges, powers and franchises of Consulting shall vest in Acquisition, and all debts, liabilities and duties of Consulting shall become the debts, liabilities and duties of Acquisition. The Articles of Incorporation and Bylaws of Acquisition immediately prior to the Effective Time shall be those of Acquisition (as amended below to change the name to "CFT Consulting, Inc.") at the Effective Time and thereafter, until amended as provided thereunder and in accordance with the Florida Business Corporation Act.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into the rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the Effective Time, (i) each share of Consulting Class A voting common stock, \$1.00 par value per share (the "Class A Common"), and each share of Consulting Class B non-voting common stock, \$1.00 par value per share (the "Class B Common"), outstanding immediately prior to the Effective Time shall be converted into the right to receive its allocable portion of the consideration paid to the shareholders of Consulting (the "Shareholders") pursuant to the Merger Agreement by and among AnswerThink Consulting Group, Inc., Acquisition, Consulting, and the Shareholders, and (ii) each share of Class A Common and each share of Class B Common held in the treasury of Consulting, if any, immediately prior to the Effective Time shall be canceled and retired and cease to exist.

Fifth: The Articles of Incorporation of Acquisition (the surviving corporation) shall be amended at the Effective Time to change the name of Acquisition to "CFT Consulting, Inc." In accordance therewith, Article "FIRST" of Acquisition's Articles of Incorporation is hereby amended in its entirety as follows:

"FIRST: The name of the corporation is CFT Consulting, Inc."