

P. 99000099335

Holland & Knight LLP	
Requestor's Name	
315 S. Calhoun St.	
Address	
Tallahassee, FL. 32301	425-5686
City/State/Zip	Phone #

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

1. IMR Global Nevada Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<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 checked="" type="checkbox"/>	Merger

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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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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
C. COULLETTE DEC 0 8 1999
Merger + N.C.

Examiner's Initials	
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ARTICLES OF MERGER
Merger Sheet

MERGING:

NEVERDAHL-LOFT & ASSOCIATES, INC., a Nebraska corporation not
qualified

INTO

IMRGLOBAL NEVADA CORP. which changed its name to

IMRGLOBAL - NEVERDAHL-LOFT & ASSOCIATES, INC., a Florida entity,
P99000099335

File date: December 7, 1999

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
BETWEEN
IMRGLOBAL NEVADA CORP.
AND
NEVERDAHL-LOFT & ASSOCIATES, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act and Section 21-20,132 of the Laws of the State of Nebraska, IMRglobal Nevada Corp., a Florida corporation (the "Surviving Corporation") and Neverdahl-Loft & Associates, Inc., a Nebraska corporation (the "Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation 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 December 7, 1999, effecting the Merger of the Merging Corporation 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 12:01 a.m. on December 7, 1999.

ARTICLE III

The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors and its sole shareholder on December 3, 1999. The Plan of Merger was adopted by the Merging Corporation by the unanimous written consent of its Board of Directors and shareholders on December 3, 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.

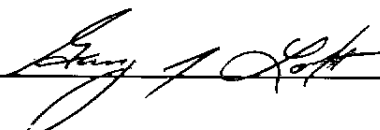
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger
as of the 7th day of December, 1999.

IMRGLOBAL NEVADA CORP., a Florida
corporation

By: 
Dilip Patel, Vice President

NEVERDAHL-LOFT & ASSOCIATES, INC.,
a Nebraska corporation

By: 
Name: Gary J. Loft
Title: President

**PLAN OF MERGER
BETWEEN
IMRGLOBAL NEVADA CORP.
AND
NEVERDAHL-LOFT & ASSOCIATES, INC.**

IMRglobal Nevada Corp., a Florida corporation and Neverdahl-Loft & Associates, Inc., a Nebraska corporation, hereby adopt the following Plan of Merger, dated as of December 7, 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 Nevada Corp. (the "Surviving Corporation"); and

ii) The name of the merging corporation is Neverdahl-Loft & Associates, Inc. (the "Merging Corporation").

(b). The effective time and date of the merger shall be 12:01 a.m. on December 7, 1999 (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 Corporation 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 Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

(d). The manner and basis of converting the shares of each corporation shall be as follows:

i) At the Effective Time, each issued and outstanding share of common stock, par value \$.01 per share, of the Surviving Corporation shall remain outstanding.

ii) At the Effective Time, by virtue of the merger and without any further action on the part of the Merging Corporation, each issued and outstanding share of common stock, \$1.00 par value per share, of the Merging Corporation outstanding immediately prior to the Effective Time shall be converted into the right to receive an allocable portion of \$10,225,000 in cash, subject to adjustment.

(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 – Neverdahl-Loft & Associates, 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 each of the Surviving Corporation and the Merging Corporation may amend this Plan of Merger at any time prior to the filing of the Articles of Merger.

(h). The Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Nebraska and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

(i). The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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