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**MERGER OR SHARE EXCHANGE**

**TSRC.NET, INC.**

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*Merger*

*1/2/04*

**ARTICLES OF MERGER  
OF  
TSRC.NET, INC.  
INTO  
TSRC MERGER CORP.**

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THE UNDERSIGNED, as the Secretary of TSRC Merger Corp., a Delaware corporation, (hereinafter referred to as "TSRC"), as and for the purpose of complying with the provisions of Chapter 607 of the Florida Statutes and in order to effectuate the merger of TSRC.net, Inc., a Florida corporation ("TSRC.net"), and TSRC, with TSRC as the surviving corporation (the "Surviving Corporation"), hereby certifies as follows:

**FIRST:** The name of the Surviving Corporation is TSRC Merger Corp., and the place of its organization is the jurisdiction of the State of Delaware, the laws of which permit this merger.

**SECOND:** The name and place of organization of the entity being merged into the Surviving Corporation is TSRC.net, Inc., organized in the jurisdiction of the State of Florida, the laws of which permit this merger.

**THIRD:** An agreement of plan of merger was adopted by each entity that is a party to this merger and is attached hereto.

**FOURTH:** The agreement of plan of merger was approved by the board of directors and stockholders of TSRC by unanimous consent on December 31, 2003.

**FIFTH:** The agreement of plan of merger was approved by the TSRC.net board of directors at a meeting held on February 13, 2003 and by the stockholders of TSRC.net by unanimous consent on December 31, 2003.

**SIXTH:** The merger shall be effective on December 31, 2003.

**SEVENTH:** The Surviving Corporation's principal office will be located at 2300 Cottondale Lane, Suite 250, Little Rock, Arkansas 72202.

**EIGHTH:** The Surviving Corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of a domestic corporation that is a party to the plan of merger.

**NINTH:** The Surviving Corporation has agreed to promptly pay to any dissenting shareholder of each domestic corporation that is a party to the agreement of plan of merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

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IN WITNESS WHEREOF, the undersigned, being the duly authorized officers of each of the constituent corporations have executed this document this 30<sup>th</sup> day of December, 2003.

TSRC MERGER CORP.,  
a Delaware corporation

By: 

James L. Hudson, Secretary

TSRC.NET, INC.,  
a Florida corporation

By: 

James L. Hudson, Secretary

## AGREEMENT OF PLAN OF MERGER

This Agreement of Plan of Merger ("Plan"), dated December 31, 2003, is among TSRC.net, Inc., a Florida corporation ("TSRC.net") and TSRC Merger Corp., a Delaware corporation ("TSRC"). TSRC and TSRC.net are herein sometimes collectively referred to as the "Constituent Corporations."

### RECITALS

This Plan is made with reference to the following facts and circumstances existing as of the date hereto:

- (a) TSRC.net is a corporation organized and existing under the laws of the State of Florida;
- (b) TSRC is a corporation organized and existing under the laws of the State of Delaware;
- (c) The authorized capital stock of TSRC.net consists of 1,000 shares of common stock, having a par value \$.01 per share; on the date hereof Technisource, Inc. owns all 1,000 shares issued and outstanding, and no treasury shares are held by TSRC.net ("TSRC.net Stock");
- (d) The authorized capital stock of TSRC consists of 3,000 shares of common stock having a par value of \$.01 per share; on the date hereof, TM Acquisition, Inc. owns all 3,000 issued and outstanding shares, and no treasury shares are held by TSRC ("TSRC Stock");
- (e) The Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the stockholders of the Constituent Corporations that TSRC acquire TSRC.net through a merger (herein sometimes referred to as the "Merger") of TSRC.net with and into TSRC and do hereby agree that TSRC.net be merged into a single corporation which shall be TSRC, one of the Constituent Corporations, pursuant to Section 252 of the Delaware General Corporation Law and Chapter 607 of the Florida Statutes, and do hereby agree upon, prescribe and set forth the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and the basis of converting the shares of TSRC.net into shares of TSRC, as follows:

### SECTION I

#### NAME OF SURVIVING CORPORATION; ARTICLES OF INCORPORATION; BYLAWS; DIRECTORS AND OFFICERS

**1.1 *Surviving Corporation.*** At the time of the Merger, TSRC.net shall be merged with and into TSRC. TSRC shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation"), and the separate existence of TSRC.net shall cease.

**1.2 *Certificate of Incorporation.*** The Certificate of Incorporation of TSRC in effect immediately prior to the time the Merger becomes effective shall, from and after the Effective Time, be and continue to be the Certificate of Incorporation of the Surviving Corporation unless and until changed as therein provided.

**1.3 *Bylaws.*** The Bylaws of TSRC in effect immediately prior to the time the Merger

becomes effective shall, from and after the Effective Time, be and continue to be the Bylaws of the Surviving Corporation unless and until changed as therein provided.

1.4 *Directors.* The Board of Directors of the Surviving Corporation shall consist of the following persons:

Stephen R. Bova  
James L. Hudson

The Directors of the Surviving Corporation shall hold office subject to the provisions of the laws of the State of Delaware and of the Articles of Incorporation and Bylaws of Surviving Corporation.

1.5 *Officers.* The officers of TSRC in office at the Effective Time shall continue as the officers of the Surviving Corporation in the same capacity or capacities, and effective upon the Effective Time of the Merger, each of such officers to serve, subject to the provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation, until his or her successor is duly elected and qualified.

1.6 *Vacancies.* If, at the Effective Time, a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation by reason of death or inability to act, or for any other reason, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

## SECTION II EFFECT OF MERGER ON CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS

2.1 *Status of Constituent Corporation Securities.* On the effective date of the Merger, each share of TSRC.net issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by TSRC.net or TSRC, be cancelled for no consideration. Each share of TSRC issued and outstanding immediately prior to the effective date of the Merger shall, by virtue of the Merger and without any action by TSRC.net or TSRC, be converted into a share of common stock of the Surviving Corporation, such that IM Acquisition, Inc., the sole shareholder of TSRC, remains the sole shareholder of all of the issued and outstanding stock of the Surviving Corporation.

## SECTION III BOARD OF DIRECTORS AND SHAREHOLDER APPROVAL

This Plan of Merger shall be submitted for consideration and vote by the Board of Directors and stockholders of each of the Constituent Corporations, and if adopted by the requisite votes of the Board of Directors and stockholders of each of the Constituent Corporations, it shall be signed by an officer of each of the Constituent Corporations. This Plan of Merger so adopted and acknowledged shall be on file in the office of the Surviving Corporation and the officers of each of the Constituent Corporations shall execute all such other documents and shall take all such other action as may be necessary to make this Plan of Merger effective, including in addition to or in lieu

of filing this Plan of Merger, filing a Certificate or Articles of Merger with the Secretaries of State for Delaware and Florida. This Plan of Merger shall be effective for accounting purposes as of 9:00 a.m., Central Standard Time, December 31, 2003.

#### SECTION IV EFFECT OF MERGER

4.1 *Surviving Corporation/Principal Office.* At the time of the Merger, the separate existence of TSRC.net shall cease, and the corporate existence and identity of TSRC shall continue as the Surviving Corporation. The Surviving Corporation's principal office will be located at 2300 Cottondale Lane, Suite 250, Little Rock, Arkansas 72202.

4.2 *Effect of Merger.* The Surviving Corporation, without further action, shall succeed to all the rights, privileges, powers and franchises of a public as well of a private nature, and be subject to all restrictions, disabilities and duties, of each of the Constituent Corporations; and all rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to each Constituent Corporation on whatever account, as well for stock subscriptions as all other things in action or belonging to each Constituent Corporation, shall be vested in the Surviving Corporation.

#### SECTION V ABANDONMENT OF MERGER

Notwithstanding the approval of this Plan of Merger by the Boards of Directors or stockholders of TSRC and TSRC.net, the Merger may be abandoned and this Plan of Merger may terminate at any time prior to the filing of the Certificate or Articles of Merger with the appropriate Secretary of State by mutual agreement of the Boards of Directors of the Constituent Corporations.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Plan of Merger to be signed in their respective corporate names by their respective duly authorized officers, all as of the day and year first above written.

TSRC.NET, INC.,  
a Florida corporation.

By: 

James L. Hudson  
Title: Secretary

TSRC MERGER CORP.,  
a Delaware corporation

By: 

James L. Hudson  
Title: Secretary

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