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IMRGLOBAL CORP  
Form SC 13D/A  
July 27, 2001

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D/A  
(AMENDMENT NO.1)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

IMRglobal Corp.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

45675E 10 8

-----  
(CUSIP Number)

Paule Dore  
Executive vice-president and chief corporate officer and secretary  
CGI Group Inc.  
1130 Sherbrooke Street West  
Montreal, Quebec  
Canada, H3A 2M8

and

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Canada H3B 4S8  
(514) 397-4100

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

July 27, 2001

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

SCHEDULE 13D/A

CUSIP No. 45675E 10 8

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1 NAME OF REPORTING PERSON/  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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CGI Group Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Quebec, Canada

NUMBER OF 7 SOLE VOTING POWER

SHARES See Item 5.

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH See Item 5.

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH See Item 5.

10 SHARED DISPOSITIVE POWER

See Item 5.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

See Item 5.

14 TYPE OF REPORTING PERSON\*

CO

SCHEDULE 13D/A

CUSIP No. 45675E 10 8

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1 NAME OF REPORTING PERSON/  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CGI Florida Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

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3 SEC USE ONLY

4 SOURCE OF FUNDS\*

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
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See Item 5.

14 TYPE OF REPORTING PERSON\*

CO

Pursuant to Rule 13d-2(a) and Rule 13d-2(e) of Regulation 13D of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, the undersigned hereby amend their Schedule 13D statement dated March 2, 2001 relating to the shares of common stock of IMRglobal Corp. (the "ISSUER").

Item 4. PURPOSE OF TRANSACTION

Item 4 is amended by adding the following:

On July 27, 2001, the previously announced merger of the Issuer with CGI Florida Corporation was completed. As a result of the Merger, each outstanding share of common stock of the Issuer was converted into the right to receive 1.5974 Class A Subordinate Shares of CGI Group Inc.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

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As a result of the Merger, CGI Group Inc. owns all of the outstanding shares of the Issuer.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: July 27, 2001

CGI GROUP INC.

By: /s/ Serge Godin

-----  
Name: Serge Godin  
Title: Chairman, president and  
chief executive officer

CGI FLORIDA CORPORATION

By: /s/ Andre Imbeau

-----  
Name: Andre Imbeau  
Title: Executive vice-president,  
and chief financial officer