



UCC FILING & SEARCH SERVICES, INC.  
 524 East Park Avenue  
 Tallahassee, Florida 32301  
 (850) 681-6528

HOLD FOR PICKUP BY UCC SERVICES OFFICE USE ONLY

100015458

December 21, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

ABR Employer Services, Inc. into ABR Information Services, Inc.

*Merger*

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

EFFECTIVE DATE  
 12/31/01

**Type of Document**

- Certificate of Status
- Certificate of Good
- Articles Only
- All Charter Documents, Articles & Amendments
- Fictitious Name Certificate
- Other

**Retrieval Request**

- Photocopy
- Certified Copy

FILED  
 01 DEC 21 PM 2:27  
 TALLAHASSEE, FLORIDA  
 DIVISION OF STATE REGISTRATION

RECEIVED  
 01 DEC 21 AM 10:27  
 DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

600004735486-9  
 -12/21/01-01008-018  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*OR*  
 12/21/01

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ABR EMPLOYER SERVICES, INC., a Florida corporation P99000016572

INTO

**ABR INFORMATION SERVICES, INC.**, a Florida entity, P94000015458.

File date: December 21, 2001 , effective December 31, 2001

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE  
12/31/01

FILED  
01 DEC 21 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
ABR EMPLOYER SERVICES, INC.  
AND  
ABR INFORMATION SERVICES, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Domestic wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is a Plan of Merger for merging ABR Employer Services, Inc. ("Subsidiary Corporation") into ABR Information Services, Inc. ("Parent Corporation"), as approved by the Board of Directors of the Parent Corporation on December 17, 2001.

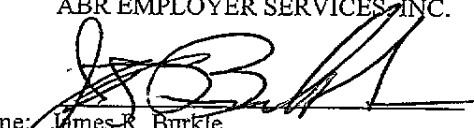
SECOND: The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on December 17, 2001.

THIRD: The effective date and time of the merger shall be 11:59 p.m. on December 31, 2001.

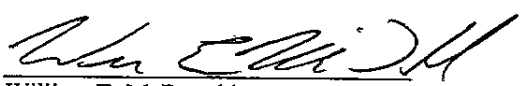
FOURTH: Shareholder approval was not required for the merger.

Executed on this 18th day of December, 2001.

ABR EMPLOYER SERVICES, INC.

By:   
Name: James R. Burkle  
Capacity: Vice President

ABR INFORMATION SERVICES, INC.

By:   
Name: William E. McDonald  
Capacity: Vice President

PLAN OF MERGER  
OF  
ABR EMPLOYER SERVICES, INC.  
AND  
ABR INFORMATION SERVICES, INC.

1. ABR Information Services, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of ABR Employer Services, Inc., which is also a business corporation of the State of Florida, hereby merges ABR Employer Services, Inc. into ABR Information Services, Inc. pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of ABR Employer Services, Inc. shall cease at 11:59 p.m. on December 31, 2001 (the "Effective Time and Date of the Merger"), and ABR Information Services, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of ABR Employer Services, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the Effective Time and Date of the Merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of ABR Information Services, Inc. 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.