

P96000050091

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ABR NATIONAL SERVICE CENTER, INC., a Florida corporation,  
P95000029461

ABR QUALIFIED PLAN SERVICES, INC., a Florida corporation, P97000002783

TOTAL COBRA SERVICES, INC., a California corporation, not qualified in  
Florida

ABR COBRASERV, INC., a New Jersey corporation, not qualified in Florida

ABR BENEFITS SERVICES, INC., a New Jersey corporation, not qualified in  
Florida

THE L.P. BAIER COMPANY, a Virginia corporation, not qualified in Florida

INTO

ABR COVERAGE CONTINUATION SERVICES, INC. which changed its name to  
**ABR BENEFITS SERVICES, INC.**, a Florida corporation, P96000050091

File date: September 8, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 455.00

P96000050091



ACCOUNT NO. : 072100000032

REFERENCE : 520939 1579E

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ ~~444.50~~ 455.00

ORDER DATE : September 8, 1997

ORDER TIME : 9:14 AM

ORDER NO. : 520939-005

100002286821--9

CUSTOMER NO: 1579E

CUSTOMER: Todd B. Pfister, Esq  
Foley & Lardner  
P. O. Box 3391  
100 North Tampa, Suite 2700  
Tampa, FL 33602-5804

97 SEP -8 PM 9:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

ABR COVERAGE CONTINUATION SERVICES, INC.

INTO

ABR COVERAGE CONTINUATION SERVICES, INC.

RECEIVED  
97 SEP -8 AM 10:54  
DIVISION OF CORP. & ADMIN  
Need File Today Possible.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY

\*\*\*NEED ~~MINIMUM~~ CERTIFIED COPIES\*\*\*

*(4) Four*

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

*Merger w/ name change*

CC. - 4

*Thank You!*

**FILED**

97 SEP -8 PM 3:07

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER**

of

**ABR NATIONAL SERVICE CENTER, INC., a Florida corporation**  
**ABR QUALIFIED PLAN SERVICES, INC., a Florida corporation**  
**TOTAL COBRA SERVICES, INC., a California corporation**  
**ABR COBRASERV, INC., a New Jersey corporation**  
**ABR BENEFITS SERVICES, INC., a New Jersey corporation**  
**THE L.P. BAIER COMPANY, a Virginia corporation**

(each a "Constituent Corporation")

with and into

**ABR COVERAGE CONTINUATION SERVICES, INC., a Florida corporation**

with

**ABR COVERAGE CONTINUATION SERVICES, INC., a Florida corporation**

(as the "Surviving Corporation")

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, **ABR NATIONAL SERVICE CENTER, INC., a Florida corporation, ABR QUALIFIED PLAN SERVICES, INC., a Florida corporation, TOTAL COBRA SERVICES, INC., a California corporation, ABR COBRASERV, INC., a New Jersey corporation, ABR BENEFITS SERVICES, INC., a New Jersey corporation, THE L.P. BAIER COMPANY, a Virginia corporation, and ABR COVERAGE CONTINUATION SERVICES, INC., a Florida corporation,** do hereby adopt the following Articles of Merger:

**FIRST:** The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are **ABR NATIONAL SERVICE CENTER, INC., a Florida corporation, ABR QUALIFIED PLAN SERVICES, INC., a Florida corporation, TOTAL COBRA SERVICES, INC., a California corporation, ABR COBRASERV, INC., a New Jersey corporation, ABR BENEFITS SERVICES, INC., a New Jersey corporation, and THE L.P. BAIER COMPANY, a Virginia corporation** (hereinafter each referred to as a "Constituent Corporation"), and **ABR COVERAGE CONTINUATION SERVICES, INC., a Florida corporation** (hereinafter referred to as the "Surviving Corporation").

**SECOND:** The plan of merger is set forth in that certain Agreement and Plan of Merger, dated September 4, 1997 by and among the Constituent Corporations and the Surviving Corporation (the "Plan of Merger"), a copy of which Plan of Merger is attached hereto as Exhibit A.

**THIRD:** The Plan of Merger was adopted by the Board of Directors and the sole shareholder of each of the Constituent Corporations and the Board of Directors and sole

shareholder of the Surviving Corporation pursuant to unanimous written consent action dated September 4, 1997.

**FOURTH:** The Merger shall be effective on the date of filing the requisite Articles of Merger with the Florida Secretary of State (the "Effective Date"), as required by Section 607.1105, Florida Statutes.

These Articles of Merger may be executed in two or more counterparts, all of which when taken together shall constitute one instrument.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 4th day of September, 1997.

**"Constituent Corporations"**

Rera R. Maslukovitz  
Attest:

**ABR NATIONAL SERVICE CENTER, INC.**

By: James E. MacFarland  
Title: Chairman

Rera R. Maslukovitz  
Attest:

**ABR QUALIFIED PLAN SERVICES, INC.**

By: James E. MacFarland  
Title: Chairman

Rera R. Maslukovitz  
Attest:

**TOTAL COBRA SERVICES, INC.**

By: James E. MacFarland  
Title: Chairman

Rera R. Maslukovitz  
Attest:

**ABR COBRASERV, INC.**

By: James E. MacFarland  
Title: Chairman

Rera R. Maslukovitz  
Attest:

**ABR BENEFITS SERVICES, INC.**

By: James E. MacFarland  
Title: Chairman

Rera R. Maslukovitz  
Attest:

**THE L.P. BAIER COMPANY**

By: James E. MacFarland  
Title: Chairman

"Surviving Corporation"

ABR COVERAGE CONTINUATION SERVICES,  
INC.

Pera R. Maslow  
Attest:

By: James E. MacRae  
Title: Chairman

**EXHIBIT A**

=====

**AGREEMENT AND PLAN OF MERGER**

By and Among

**ABR NATIONAL SERVICE CENTER, INC., a Florida corporation,  
ABR QUALIFIED PLAN SERVICES, INC., a Florida corporation,  
TOTAL COBRA SERVICES, INC., a California corporation,  
ABR COBRASERV, INC., a New Jersey corporation,  
ABR BENEFITS SERVICES, INC., a New Jersey corporation,  
THE L.P. BAIER COMPANY, a Virginia corporation,**

**each a "Constituent Corporation"**

and

**ABR COVERAGE CONTINUATION SERVICES, INC., a Florida corporation,**

with

**ABR COVERAGE CONTINUATION SERVICES, INC., a Florida corporation,**

as the

**"Surviving Corporation"**

September 4, 1997

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**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into this 4th day of September, 1997, by and among:**

**ABR NATIONAL SERVICE CENTER, INC., a Florida corporation  
ABR QUALIFIED PLAN SERVICES, INC., a Florida corporation  
TOTAL COBRA SERVICES, INC., a California corporation  
ABR COBRASERV, INC., a New Jersey corporation  
ABR BENEFITS SERVICES, INC., a New Jersey corporation  
THE L.P. BAIER COMPANY, a Virginia corporation**

(hereinafter each referred to as a "Constituent Corporation")

and

**ABR COVERAGE CONTINUATION SERVICES, INC., a Florida corporation**

(hereinafter referred to as the "Surviving Corporation").

**WITNESSETH:**

**WHEREAS**, the Board of Directors and the sole shareholder of each of the Constituent Corporations and the Board of Directors and the sole shareholder of the Surviving Corporation have deemed it to be in the best interests of the Constituent Corporations, the Surviving Corporation and their sole shareholder that the Constituent Corporations and the Surviving Corporation be merged (the "Merger") upon the terms and conditions and in the manner set forth in this Plan of Merger.

**NOW, THEREFORE**, in consideration of the mutual premises herein contained, the Constituent Corporations and Surviving Corporation hereby agree as follows:

1. **MERGER**. Pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of each of the Constituent Corporations, the Constituent Corporations shall each and all be merged with and into the Surviving Corporation upon the terms and conditions set forth in this Plan of Merger, and the Surviving Corporation shall continue under the laws of the State of Florida as the Surviving Corporation.

2. **SURVIVING CORPORATION**. On and after the Effective Date (as defined below) of the Merger:

a. The Surviving Corporation shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations as are provided by Chapter 607, Florida Statutes.



b. The Constituent Corporations shall each and all cease to exist, and all of their respective property, rights and obligations shall become the property, rights and obligations of the Surviving Corporation.

3. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are as follows:

a. **Articles of Incorporation.** On and after the Effective Date of the Merger, the Articles of Incorporation of **ABR Coverage Continuation Services, Inc.** shall continue as the Articles of Incorporation of the Surviving Corporation, except that, pursuant to Section 607.1101(3)(a), Florida Statutes, Article I of said Articles of Incorporation shall be amended in its entirety to read as follows:

#### **ARTICLE I**

##### **Name**

The name of the Corporation is: **ABR Benefits Services, Inc.**

b. **Bylaws.** The Bylaws of **ABR Coverage Continuation Services, Inc.** shall continue as the Bylaws of the Surviving Corporation.

c. **Directors.** The current directors of **ABR Coverage Continuation Services, Inc.** shall continue to be the directors of the Surviving Corporation, and each such director shall serve until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal as provided for in the Bylaws of **ABR Coverage Continuation Services, Inc.**

d. **Outstanding Shares of the Constituent Corporations.**

All of the issued and outstanding capital stock of each of the Constituent Corporations is held by **ABR Information Services, Inc.**, a Florida corporation (the "Parent Corporation"). On the Effective Date of the Merger, all shares of issued and outstanding capital stock of each of the Constituent Corporations held by the Parent Corporation shall be canceled.

e. **Outstanding Shares of the Surviving Corporation.**

All of the issued and outstanding capital stock of the Surviving Corporation, consisting of 100 shares of common stock, \$0.01 par value per share, are held by the Parent Corporation. On the Effective Date of the Merger, all of the issued and outstanding capital stock of the Surviving Corporation shall remain outstanding and shall not be affected by the Merger.

4. **APPROVAL.** The Merger contemplated by this Plan of Merger has previously been submitted to and approved by the Board of Directors and the sole shareholder of each of the Constituent Corporations and the Surviving Corporation pursuant to unanimous written consent action dated September 4, 1997.

5. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on the date of filing the requisite Articles of Merger with the Florida Secretary of State (the "Effective Date"), as required by Section 607.1105, Florida Statutes.

6. **MISCELLANEOUS.**

a. **Governing Law.** This Plan of Merger is to be construed in accordance with the laws of the State of Florida.

b. **No Third Party Beneficiaries.** The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto and their sole shareholder and no person not a party to this Plan of Merger shall have any rights or benefits whatsoever hereunder, either as a third party beneficiary or otherwise.

c. **Complete Agreement.** This Plan of Merger constitutes the complete agreement among the parties and incorporates all prior agreements and representations in regard to the matters set forth herein, and it may not be amended, changed or modified except by a writing signed by all parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed as of the date first written above.

This Agreement and Plan of Merger may be executed in two or more counterparts, all of which when taken together shall constitute one instrument.

"Constituent Corporations"

**ABR NATIONAL SERVICE CENTER, INC.**

By: /s/ James E. MacDougald

Title: Chairman

Attest: /s/ Reva R. Maskewitz

**ABR QUALIFIED PLAN SERVICES, INC.**

By: /s/ James E. MacDougald

Title: Chairman

Attest: /s/ Reva R. Maskewitz

**TOTAL COBRA SERVICES, INC.**

Attest: /s/ Reva R. Maskewitz

By: /s/ James E. MacDougald  
Title: Chairman

**ABR COBRASERV, INC.**

Attest: /s/ Reva R. Maskewitz

By: /s/ James E. MacDougald  
Title: Chairman

**ABR BENEFITS SERVICES, INC.**

Attest: /s/ Reva R. Maskewitz

By: /s/ James E. MacDougald  
Title: Chairman

**THE L.P. BAIER COMPANY**

Attest: /s/ Reva R. Maskewitz

By: /s/ James E. MacDougald  
Title: Chairman

"Surviving Corporation"

**ABR COVERAGE CONTINUATION  
SERVICES, INC.**

Attest: /s/ Reva R. Maskewitz

By: /s/ James E. MacDougald  
Title: Chairman