



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

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

P96000050091
 March 28, 2002

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

Chowning, Ltd. into Ceridian Benefits Services, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other **200005175162-1**

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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

EFFECTIVE DATE
03-31-02

FILED
 2002 MAR 28 PM 3:43
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

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C. Coulllette MAR 28 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CHOWNING, LTD., a Wisconsin corporation not qualified

INTO

CERIDIAN BENEFITS SERVICES, INC., a Florida entity, P96000050091.

File date: March 28, 2002 , effective March 31, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
CHOWNING, LTD.
(a Wisconsin corporation)

WITH AND INTO
CERIDIAN BENEFITS SERVICES, INC.
(a Florida corporation)

FILED
2002 MAR 28 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 180.1105 and 180.1107 of the Wisconsin Business Corporation Law and Section 607.1105, F.S. of the Florida Business Corporation Act, hereby executes the following articles of merger and sets forth:

1. The names of the constituent corporations proposing to merge and the names of the states under the laws of which such corporation are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Ceridian Benefits Services, Inc.	Florida
Chowning, Ltd.	Wisconsin

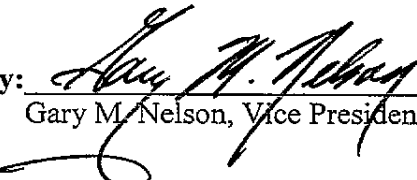
EFFECTIVE DATE
03-31-02

- The name of the surviving corporation of the merger is Ceridian Benefits Services, Inc. (the "Surviving Corporation").
- The name of the merging corporation of the merger is Chowning, Ltd. (the "Merging Corporation").
- The Plan of Merger (the "Merger") is attached as Exhibit A.
- The Merger was adopted by the Board of Directors of the Surviving Corporation on March 22, 2002. The Surviving Corporation is the owner of all the issued and outstanding stock of the Merging Corporation, therefore, shareholder approval of the Surviving Corporation was not required pursuant to the laws of the States of Wisconsin and Florida.
- The Merger was adopted by the Board of Directors of the Merging Corporation on March 22, 2002. The Surviving Corporation is the owner of all the issued and outstanding stock of the Merging Corporation, therefore, shareholder approval of the Merging Corporation was not required pursuant to the laws of the States of Wisconsin and Florida.

7. The effective time and date of the Merger shall be as of 11:59 p.m. EST on March 31, 2002.

IN WITNESS WHEREOF, the undersigned corporations has caused this Articles of Merger to be executed in its name by its authorized officers and declares that the facts herein stated are true as of March 22, 2002.

**CERIDIAN BENEFITS SERVICES,
INC.**

By: 

Gary M. Nelson, Vice President

CHOWNING, LTD.

By: 

William E. McDonald, Vice President

These Articles of Merger were executed outside of the State of Wisconsin.

PLAN OF MERGER

This Plan of Merger, dated as of this 22nd day of March 2002, is made and entered into by and between Ceridian Benefits Services, Inc., a Florida corporation (the "Parent"), and Chowning, Ltd., a Wisconsin corporation and wholly-owned subsidiary of the Parent (the "Subsidiary").

A. Parent is the owner of all of the issued and outstanding shares of capital stock of Subsidiary.

B. The Board of Directors of each of the Parent and Subsidiary desire to merge Subsidiary with and into Parent, with the Parent being the surviving corporation, pursuant to the terms and conditions set forth herein.

NOW, THEREFORE, the parties hereto agree to effect the merger provided for in this Plan of Merger upon the following terms and conditions.

1. The Merger. On the Effective Date (as hereinafter defined), pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act and Sections 180.1104 and 180.1107 of the Wisconsin Business Corporation Law, the Subsidiary shall be merged with and into the Parent and the separate existence and corporate organization of the Subsidiary shall cease (the "Merger"). The Parent shall be the surviving corporation in the Merger and its name shall remain "Ceridian Benefits Services, Inc." The Parent further waives any mailing requirement related to this Plan of Merger.

2. Outstanding Capital Stock. The shares of capital stock of the Parent outstanding immediately prior to the Effective Date shall not be converted as a result of the Merger but shall remain outstanding as the shares of capital stock of the Parent, as the surviving corporation in the Merger. All of the capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Date shall, on the Effective Date, be automatically by operation of law canceled and void and extinguished.

3. Articles of Incorporation and Bylaws of Surviving Corporation. On and after the Effective Date, the Articles of Incorporation and Bylaws of the Parent, as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Incorporation and Bylaws of the surviving corporation on and after the Effective Date until altered, amended or repealed as provided therein or in accordance with applicable law.

4. Officers and Directors of Surviving Corporation. On and after the Effective Date, the officers and members of the board of directors of the Parent as the surviving corporation in the Merger shall consist of all the persons who are officers and directors of the Parent immediately prior to the Merger. All of such officers and directors shall continue to hold office until their successors have been duly qualified in accordance with applicable law and the Bylaws of the Parent.

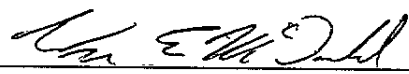
5. Effective Date. The effective time and date of the Merger in the States of Wisconsin and Florida shall be as of 11:59 p.m. EST on March 31, 2002.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date set forth above.

**CERIDIAN BENEFITS SERVICES,
INC.**

By: 
Name: Gary M. Nelson
Title: Vice President

CHOWNING, LTD.

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