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CORPORATIONS

MERGER OR SHARE EXCHANGE

CERIDIAN BENEFITS SERVICES, INC.

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ARTICLES OF MERGER
OF
SYLINQ CORPORATION
(a Colorado corporation)

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

eff Date 12-21-04

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CLERK OF DISTRICT COURT

The undersigned corporations, pursuant to Section 7-90-301 and 7-90-803 of the Colorado Revised Statutes and Section 607.1105, F.S. of the Florida Business Corporation Act, hereby executes the following articles of merger and sets forth:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Colorado, is SYLINQ Corporation (the "Merging Corporation").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Florida, is Ceridian Benefits Services, Inc. (the "Surviving Corporation").
3. All of the outstanding shares of the Merging Corporation are of one class, and are owned by the Surviving Corporation.
4. The Plan of Merger (the "Plan of Merger") is attached as Exhibit A.
5. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on December 13, 2004. The Surviving Corporation is the owner of all the issued and outstanding shares of stock of the Merging Corporation; therefore, shareholder approval of the Surviving Corporation was not required pursuant to the laws of the States of Colorado and Florida.
6. The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on December 13, 2004. The Surviving Corporation is the owner of all the issued and outstanding shares of stock of the Merging Corporation; therefore, shareholder approval of the Merging Corporation was not required pursuant to the laws of the States of Colorado and Florida.

7. The effective time and date of the Plan of Merger shall be as of 11:59 p.m. Mountain Time on December 31, 2004.

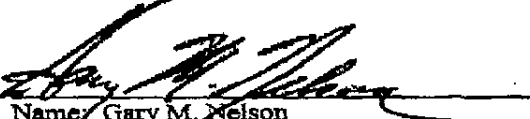
Executed on this 13th day of December, 2004.

SYLINQ CORPORATION



Name: William E. McDonald
Title: Vice President

CERIDIAN BENEFITS SERVICES, INC.



Name: Gary M. Nelson
Title: Vice President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger, dated as of this 13th day of December 2004, is made and entered into by and between Ceridian Benefits Services, Inc., a Florida corporation (the "Parent"), and SYLINO Corporation, a Colorado 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.

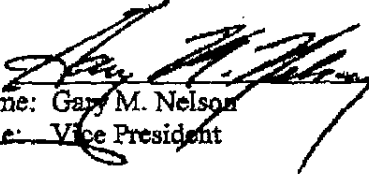
B. The Board of Directors of each of the Parent and Subsidiary desire to merge Subsidiary with and into Parent, with the Parent being the surviving corporation, pursuant to the terms and conditions set forth herein.

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

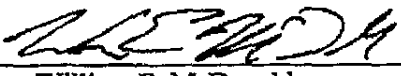
- The Merger. On the Effective Date (as hereinafter defined), pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act and Sections 7-111-104 and 7-111-107 of the Colorado Business Corporation Law, the Subsidiary shall be merged with and into the Parent and the separate existence 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.
- 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.
- 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.
- 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.
- Effective Date. The effective time and date of the Merger in the States of Colorado and Florida shall be as of 11:59 p.m. Mountain Time on December 31, 2004.

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

SYLINO CORPORATION

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