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T. HAMPTON

# OPPENHEIMER

OPPENHEIMER WOLFF & DONNELLY LLP

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May 25, 2012

## VIA FEDERAL EXPRESS

Florida Department of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

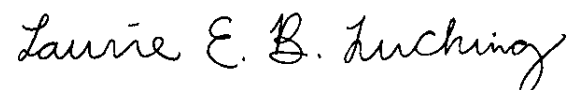
Re: Ceridian Benefits Services, Inc. Articles of Merger

To Whom It May Concern:

Enclosed please find Articles of Merger and an attached Plan of Merger, which are being filed by Ceridian Benefits Services, Inc. pursuant to section 607.1109 of the Florida Statutes. Please return a certified copy of the Articles of Merger once they have been filed. We have enclosed a check for \$78.75 to cover the filing fees and certified copy fee.

Please contact me if any further information is needed regarding this transaction.

Very truly yours,



Laurie E. B. Lucking

Enclosures

**ARTICLES OF MERGER OF  
CERIDIAN EXCHANGE SERVICES, LLC, A FLORIDA LIMITED LIABILITY COMPANY  
WITH AND INTO  
CERIDIAN BENEFITS SERVICES, INC., A FLORIDA CORPORATION**

Pursuant to Florida Statutes, §§ 607.1108 and 607.1109, the undersigned Ceridian Benefits Services, Inc. ("CBS"), a Florida Corporation, and Ceridian Exchange Services, LLC ("CES"), a Florida limited liability company and wholly owned subsidiary of CBS, hereby execute and file these Articles of Merger:

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ceridian Benefits Services, Inc.	Florida	Corporation
Ceridian Exchange Services, LLC	Florida	Limited Liability Company

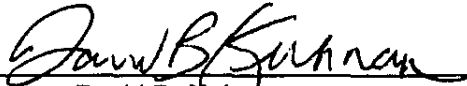
- The surviving entity of the merger is Ceridian Benefits Services, Inc. - P96000050091
- The merging entity of the merger is Ceridian Exchange Services, LLC. - L10000043619
- The Plan of Merger (the "Merger"), is attached as Exhibit A.
- The Merger was adopted by the Board of Directors of CBS on May 15, 2012. Neither the articles of incorporation of CBS nor the number of or rights associated with the shares held by the shareholder of CBS will change as a result of the Merger, thus the approval of the sole shareholder of CBS is not required under Florida Statute § 607.1103(7).
- The Merger was approved by the Management Board of CES on May 15, 2012. The Merger was approved by the sole member of CES, as required by the Operating Agreement of CES, on May 15, 2012.
- The effective time and date of the Merger shall be 11:59 p.m. Eastern Daylight Time on May 31, 2012.

*[Signature page follows]*


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IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be executed in their name by their authorized officer and declare that the facts herein stated are true as of May 25, 2012.

**CERIDIAN BENEFITS SERVICES, INC.,**  
a Florida corporation

By   
Name: David B. Kuhnau  
Title: Senior Vice President & Treasurer

**CERIDIAN EXCHANGE SERVICES, LLC,**  
a Florida limited liability company

By   
Name: Ann C. Shaw  
Title: Senior Vice President, Interim General  
Counsel & Secretary

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*[Signature Page to Articles of Merger]*

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PLAN OF MERGER 12 MAY 29 AM 10:51 Exhibit A

This plan of merger (the "Plan of Merger") is dated May 31, 2012 and is entered into by and between Ceridian Benefits Services, Inc., a Florida Corporation (the "Surviving Company"), and Ceridian Exchange Services, LLC, a Florida Limited Liability Company (the "Merging Company"), and together with the Surviving Company, the "Constituent Companies".

WHEREAS, the Surviving Company is the sole member of and owns 100% of the interest in the Merging Company; and

WHEREAS, the Board of Directors of the Surviving Company has determined that it is in the best interests of the Surviving Company, its shareholder and the Constituent Companies to merge the Merging Company with and into the Surviving Company pursuant to the terms and conditions contained in this Plan of Merger in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual promises contained herein it is AGREED AS FOLLOWS:

**ARTICLE 1  
MERGER**

A. Merger of Merging Company into Surviving Company. In accordance with Chapter 607 of the Florida Business Corporation Act (the "FBCA") and Chapter 608 of the Florida Limited Liability Company Act (the "FLLCA"), the Merging Company shall be merged with and into the Surviving Company (the "Merger").

B. Rights and Liabilities of Surviving Company. At the Effective Time of the Merger, as defined in Article 3 below, the Merging Company shall be merged into the Surviving Company, and the separate existence of the Merging Company shall cease and the Surviving Company shall continue its existence under the laws of the State of Florida. The Surviving Company shall (i) continue possessed of all of its rights and property as constituted immediately prior to the Effective Time of the Merger and succeed without other transfer to all rights and property of the Merging Company, (ii) continue subject to all of its debts and liabilities as the same shall have existed immediately prior to the Effective Time of the Merger, and (iii) become subject to any debts and liabilities of the Merging Company provided under the applicable sections of the FBCA and FLLCA.

C. Articles of Incorporation of Surviving Company. The Articles of Incorporation of the Surviving Company shall remain in effect after the Effective Time of the Merger and shall be the Articles of Incorporation of the Surviving Company and shall remain in full force and effect until amended or repealed in accordance with law.

D. Bylaws of Surviving Company. The Bylaws of the Surviving Company shall remain in effect after the Effective Time of the Merger and shall be the Bylaws of the Surviving Company following the Merger and shall remain in full force and effect until amended or repealed in accordance with law.

E. Board of Directors of the Surviving Company. The Board of Directors of the Surviving Company at the Effective Time of the Merger shall continue as the governing body of the Surviving Company after the Effective Time of the Merger.

F. Officers of the Surviving Company. The Officers of the Surviving Company at the Effective Time of the Merger shall continue as the Officers of the Surviving Company after the Effective Time of the Merger.

## ARTICLE 2 CONVERSION OF INTERESTS

Immediately prior to the Effective Time of the Merger (as defined in Article 3 below), the Surviving Company owns 100% of the membership interest in the Merging Company. Upon the Effective Time of the Merger, all membership interests in the Merging Company will be cancelled, no interests will be converted as a result of the Merger.

## ARTICLE 3 EFFECTIVE TIME OF THE MERGER

This Plan of Merger, along with Articles of Merger shall be filed with the Department of State of Florida in accordance with applicable law. The Merger shall become effective at 11:59 p.m. Eastern Daylight Time on May 31, 2012. The date and time when the Merger shall become effective is herein referred to as the "Effective Time of the Merger."

At the Effective Time of the Merger, all respective property, assets, rights, privileges, powers, franchises and immunities of the Merging Company shall vest in the Surviving Company and all of the respective debts, liabilities and obligations of the Merging Company shall vest in the Surviving Company.


## ARTICLE 4 REGISTERED ADDRESS

The principal office of the Surviving Company at the Effective Time of the Merger shall continue as the principal office of the Surviving Company after the Effective Time of the Merger.

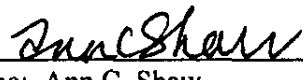
*[Signature page follows]*

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**Ceridian Benefits Services, Inc.,**  
a Florida corporation

By:   
Name: David B. Kuhnau  
Its: Senior Vice President & Treasurer

**Ceridian Exchange Services, LLC,**  
a Florida limited liability company

By:   
Name: Ann C. Shaw  
Its: Senior Vice President, Interim General  
Counsel & Secretary

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*[Signature Page to Plan of Merger]*