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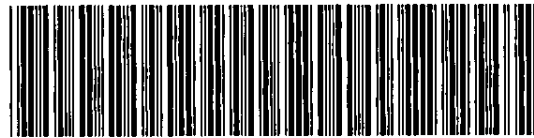
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*May
E. G. Smith
12-31-12*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 27 2012

T. ROBERTS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 471671 7354150

AUTHORIZATION

Spudelman

COST LIMIT : \$ 70.00

ORDER DATE : December 21, 2012

ORDER TIME : 4:45 PM

ORDER NO. : 471671-010

CUSTOMER NO: 7354150

ARTICLES OF MERGER

ADMINISTRATIVE SERVICES, INC.

INTO

ADMINISTRATIVE SERVICES
HOLDING CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes

EXAMINER'S INITIALS: _____

E. J. [Signature]
1231-12

ARTICLES OF MERGER

of

ADMINISTRATIVE SERVICES, INC., a Florida corporation,

with and into

ADMINISTRATIVE SERVICES HOLDING CORP., a Delaware corporation

FILED
12 DEC 26 PM 12:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations have executed these Articles of Merger by which ADMINISTRATIVE SERVICES, INC., a Florida corporation (the "Subsidiary"), shall be merged (the "Merger") with and into ADMINISTRATIVE SERVICES HOLDING CORP., a Delaware corporation (the "Parent Surviving Corporation"), in accordance with an Agreement and Plan of Merger (the "Merger Agreement"), adopted pursuant to Section 607.1104 of the FBCA. The undersigned corporations hereby certify as follows:

1. Parties to the Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of Corporation

State/Country of Incorporation

ADMINISTRATIVE SERVICES, INC.

Florida

ADMINISTRATIVE SERVICES HOLDING CORP.

Delaware

ADMINISTRATIVE SERVICES HOLDING CORP., a Delaware corporation, is the Parent Surviving Corporation.

2. Subsidiary Relationship. The Parent Surviving Corporation owns 100% of the issued and outstanding capital stock of the Subsidiary.
3. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Merger Agreement. Attached hereto as Exhibit A is a copy of the Merger Agreement.
4. Board of Directors Approval. The Plan of Merger was approved and adopted by the Board of Directors of the Parent Surviving Corporation on December 19, 2012 in accordance with the provisions of Section 607.1104(1)(b) of the FBCA.
5. No Shareholder Approval Required. Pursuant to the provisions of Section 607.1104(1)(a) of the FBCA, the Parent Surviving Corporation may merge the Subsidiary into itself without the approval of the shareholders of the Parent Surviving Corporation or of the Subsidiary.
6. Effective Date. The effective date of the Merger herein contemplated shall be 5:00 p.m. Eastern Standard Time on December 31, 2012.

IN WITNESS WHEREOF, the undersigned Parent Surviving Corporation and
Subsidiary have caused these Articles of Merger to be executed as of this 19th day of
December, 2012.

**ADMINISTRATIVE SERVICES
HOLDING CORP.**, a Delaware corporation

By: Karen W. Mulroe
Name: Karen W. Mulroe
Title: Senior Vice President, General Counsel
and Secretary

ADMINISTRATIVE SERVICES, INC.,
a Florida corporation

By: Karen W. Mulroe
Name: Karen W. Mulroe
Title: Senior Vice President, General Counsel
and Secretary

AGREEMENT AND PLAN OF MERGER
(Merger of subsidiary corporation)

THIS AGREEMENT AND PLAN OF MERGER, dated this 19th day of December 2012 (the "Plan of Merger"), is made and entered into by and between **ADMINISTRATIVE SERVICES HOLDING CORP.**, a Delaware corporation (the "PARENT SURVIVING CORPORATION") and **ADMINISTRATIVE SERVICES, INC.**, a Florida corporation and a wholly-owned subsidiary of the PARENT SURVIVING CORPORATION (the "SUBSIDIARY"). The SUBSIDIARY and the PARENT SURVIVING CORPORATION are sometimes referred to collectively hereinafter as the "Constituent Corporations").

1. This Plan of Merger is submitted in compliance with Section 607.1104, Florida Statutes, and in accordance with the laws of the State of Delaware.

2. The name and jurisdiction of the Parent Surviving Corporation owning at least 80 percent of the outstanding shares of each class of the Subsidiary are as follows:

<u>Name</u>	<u>Jurisdiction</u>
<u>Administrative Services Holding Corp.</u>	<u>Delaware</u>

3. The name and jurisdiction of the Subsidiary are as follows:

<u>Administrative Services, Inc.</u>	<u>Florida</u>
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4. By virtue of the merger contemplated hereby (the "Merger") and without any action on the part of the holders thereof, upon the Effective Date (as defined hereinbelow) pursuant to this Plan of Merger, the shares of capital stock of each of the Constituent Corporations currently held by the Shareholders of those corporations shall be treated in the following manner:

A. Each share of the capital stock of the PARENT SURVIVING CORPORATION issued and outstanding immediately prior to the filing of the Articles of Merger in accordance herewith shall by virtue of the Merger and without any action on the part of the holder thereof, continue in existence as one (1) share of the capital stock of the PARENT SURVIVING CORPORATION and there shall be no distributions of cash or securities with respect thereto.

B. Each share of the capital stock of the SUBSIDIARY issued and outstanding immediately prior to the filing of the Articles of Merger in accordance herewith shall by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be cancelled.

5. From and after the filing of the Articles of Merger in accordance herewith, the Constituent Corporations shall be a single corporation which shall be the PARENT SURVIVING CORPORATION. From and after such filing, the separate existence of the SUBSIDIARY shall cease, while the corporate existence of the PARENT SURVIVING CORPORATION shall continue unaffected and unimpaired. The PARENT SURVIVING CORPORATION shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the General Corporation Law of the State of Delaware. The PARENT SURVIVING CORPORATION shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the PARENT SURVIVING CORPORATION without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The PARENT SURVIVING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the PARENT SURVIVING CORPORATION may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

6. This Plan of Merger shall be approved by the Board of Directors of the PARENT SURVIVING CORPORATION as provided by Section 607.1104(1)(b) of the Florida Law. Pursuant to the provisions of Section 607.1104(1)(a) of the Florida Law, no approval of any of the shareholders of either the SUBSIDIARY or of the PARENT SURVIVING CORPORATION is required in order to effectuate the Merger. Upon approval by the Board of Directors of the PARENT SURVIVING CORPORATION, Articles of Merger meeting the requirements of the Florida Statutes shall be filed immediately in the Office of the Secretary of State of the State of Florida.

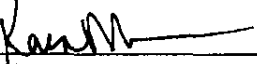
7. The Merger of the SUBSIDIARY into the PARENT SURVIVING CORPORATION shall become effective at 5:00 p.m. Eastern Standard Time on December 31, 2012. The date on which the Merger shall become effective is herein called the "Effective Date".

8. This Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.


[Signatures on following page.]

IN WITNESS WHEREOF, each of the parties to this Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

ADMINISTRATIVE SERVICES, INC.,
a Florida corporation

By: 
Karen W. Mulroe,
Senior Vice President, General Counsel
and Secretary

**ADMINISTRATIVE SERVICES
HOLDING CORP.,** a Delaware corporation

By: 
Karen W. Mulroe,
Senior Vice President, General Counsel
and Secretary