

Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**Ceridian Retirement Plan Services, Inc.**

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Merge @ 1.31.06

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ARTICLES OF MERGER  
OF  
CERIDIAN INVESTMENT ADVISORS, INC.  
(a Florida corporation)  
(ID# P99000054997)  
WITH AND INTO  
CERIDIAN RETIREMENT PLAN SERVICES, INC.  
(a California corporation)

The undersigned corporations, pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of California, 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 Investment Advisors, Inc.	Florida
Ceridian Retirement Plan Services, Inc.	California

2. The name of the surviving corporation of the merger is Ceridian Retirement Plan Services, Inc. (the "Surviving Corporation").

3. The name of the merging corporation of the merger is Ceridian Investment Advisors, Inc. (the "Merging Corporation")

4. The Plan of Merger (the "Merger") is attached as Exhibit A.

5. The Merger was adopted by the Board of Directors of the Surviving Corporation on January 26, 2006. 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 Florida and California.

6. The Merger was adopted by the Board of Directors of the Merging Corporation on January 26, 2006. 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 California and Florida.

7. The effective time and date of the Merger shall be at 11:59 p.m. Eastern Standard Time on January 31, 2006.

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 January 26, 2006.

**CERIDIAN RETIREMENT PLAN SERVICES,  
INC.**

By: Jürgen K. Adam  
Jürgen K. Adam, Vice President

By: William E. McDonald  
William E. McDonald, Secretary

**CERIDIAN INVESTMENT ADVISORS,  
INC.**

By: Webster A. Hill  
Webster A. Hill, President

By: Keith Vassalotti  
Keith Vassalotti, Secretary

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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 January 26, 2006

**CERIDIAN RETIREMENT PLAN SERVICES,  
INC.**

By: Jürgen K. Adam  
Jürgen K. Adam, Vice President

By: William E. McDonald  
William E. McDonald, Secretary

**CERIDIAN INVESTMENT ADVISORS,  
INC.**

By: Webster A. Hill  
Webster A. Hill, President

By: Keith Vassalotti  
Keith Vassalotti, Secretary

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**EXHIBIT A**

**PLAN OF MERGER**

This Plan of Merger, dated as of this 26th day of January 2006, is made and entered into by and between Ceridian Retirement Plan Services, Inc., a California corporation (the "Parent"), and Ceridian Investment Advisors, Inc., a Florida 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 the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of California, 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 Retirement Plan 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 shall be at 11:59 p.m. Eastern Standard Time on January 31, 2006.

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

**CERIDIAN RETIREMENT PLAN  
SERVICES, INC.**

By:   
Name: Jurgens K. Adam  
Title: Vice President

By:   
Name: William E. McDonald  
Title: Secretary

**CERIDIAN INVESTMENT ADVISORS,  
INC.**

By:   
Name: Webster A. Hill  
Title: President

By: \_\_\_\_\_  
Name: Keith Vassalotti  
Title: Secretary

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

CERIDIAN RETIREMENT PLAN  
SERVICES, INC.

By: Jürgen K. Adam  
Name: Jürgen K. Adam  
Title: Vice President

By: William E. McDonald  
Name: William E. McDonald  
Title: Secretary

CERIDIAN INVESTMENT ADVISORS,  
INC.

By: \_\_\_\_\_  
Name: Webster A. Hill  
Title: President

By: Keith Vassalotti  
Name: Keith Vassalotti  
Title: Secretary