

FD 6000002355

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

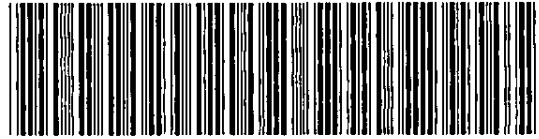
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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16 APR 14 PM 2: 15
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APR 15 2016

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WORK

Date: 04/14/2016

Account #: I20000000088

Name: Michelle Walker

Reference #: D285200

ENTITY NAME: ONE SOURCE RISK MANAGEMENT AND FUNDING, INC.

FILED - STATES
SECRETARY OF CORPORATIONS
16 APR 14 PM 3:11

- Articles of Incorporation/Authorization to Transact Business
- Amendment
- Annual Report
- Change of Agent
- Reinstatement
- Conversion
- Merger
- Dissolution/Withdrawal
- Fictitious Name
- Other: _____

Authorized Amount: \$35

Signature: M. Walker

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 APR 14 PM 3:11

SECTION I
(1-3 MUST BE COMPLETED)

F06000002355

(Document number of corporation (if known))

1. ONE SOURCE RISK MANAGEMENT & FUNDING INC.
(Name of corporation as it appears on the records of the Department of State)
2. Maine 3. 04/14/2006
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6/8/2004
5. One Source Risk Management and Funding, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

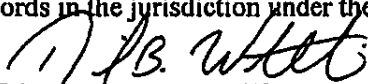
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David B. Weatherbie Director

(Typed or printed name of person signing) (Title of person signing)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


"ONE SOURCE RISK MANAGEMENT AND FUNDING, INC.", A MAINE CORPORATION,

WITH AND INTO "ONE SOURCE RISK MANAGEMENT AND FUNDING, INC." UNDER THE NAME OF "ONE SOURCE RISK MANAGEMENT AND FUNDING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 2015, AT 4:55 O'CLOCK P.M.



5877613 8100M
SR# 20162289283

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 202146280
Date: 04-14-16

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:55 PM 12/10/2015
FILED 04:55 PM 12/10/2015
SR 20151297171 - File Number 5877613

**CERTIFICATE OF MERGER
OF
ONE SOURCE RISK MANAGEMENT AND FUNDING, INC., A MAINE
CORPORATION
INTO
ONE SOURCE NEWCO, INC., A DELAWARE CORPORATION**

**Pursuant to Section 252 of the General
Corporation Law of the State of Delaware**

One Source Newco, Inc., a Delaware corporation, hereby certifies as follows:

First: The names of the constituent corporations are One Source Risk Management and Funding, Inc., a Maine corporation ("One Source") and One Source Newco, Inc., a Delaware corporation ("Newco"). Newco is incorporated under the laws of the State of Delaware and One Source is incorporated under the laws of the State of Maine.

Second: A Reincorporation Merger Agreement and Plan of Merger (the "Merger Agreement") has been approved, certified, adopted, executed and acknowledged by Newco in accordance with Section 252 of the General Corporation Law of the State of Delaware and by One Source in accordance with the Maine Business Corporation Act.

Third: The Board of Directors and Shareholders of Newco have taken the necessary action to approve, certify, adopt, execute and acknowledge the Merger Agreement.

Fourth: The name of the surviving corporation is One Source Newco, Inc., a Delaware corporation (the "Surviving Corporation"). The Certificate of Incorporation of Newco in effect immediately prior to the Effective Time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

Fifth: The name of the Surviving Corporation shall be changed to One Source Risk Management and Funding, Inc.

Sixth: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation, 62 US Route 1, Cumberland Foreside, ME 04110, and a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either corporation.

Seventh: The authorized capital stock of One Source is as follows:

Corporation	Class	# of Shares	Par Value Per Share or Statement that Shares are Without Par Value
One Source	Common Stock	25,000	No par value

Eighth: The Effective Time of the Merger shall be upon filing of both this Certificate of Merger with the State of Delaware and the Articles of Merger with the State of Maine.

IN WITNESS WHEREOF, One Source Newco, Inc. has caused this Certificate of Merger to be executed in its corporate name by its President on the 10th day of December, 2015.

ONE SOURCE NEWCO, INC., a Delaware
corporation

By: /s/ George D. Babeu
George D. Babeu, President