

MAY 20 2008 2:10 PM

Florida Department of State
Division of Corporations
Public Access System

MAY 20 2008

F06000003266

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000133647 3)))



H080001336473ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

2008 MAY 20 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TROY #2940

MERGER OR SHARE EXCHANGE

AON CONSULTING, INC.

RECEIVED

2008 MAY 20 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

Electronic Filing Menu

Corporate Filing Menu

Help

TB

5-20-08

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|----------------------|---------------------|--|
| Aon Consulting, Inc. | New Jersey | F06000003266 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|----------------------|---------------------|--|
| Aon Consulting, Inc. | Florida | P98000088798 |
| | | |
| | | |
| | | |
| | | |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 6, 2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 6, 2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
 2008 MAY 20 PM 3:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleAon Consulting, Inc.a New Jersey corporationAon Consulting, Inc.a Florida corporationJennifer L. Kraft.
Jennifer L. Kraft.Jennifer L. Kraft, Vice PresidentJennifer L. Kraft, Vice President

PLAN OF MERGER**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionAon Consulting, Inc.New Jersey

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionAon Consulting, Inc.Florida

Third: The terms and conditions of the merger are as follows:

See attached Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

Exhibit A

PLAN OF MERGER

FOR

AON CONSULTING, INC., a Florida company

AND

AON CONSULTING, INC., a New Jersey company

MAY 6, 2008

1. Parties: The parties to the merger are as follows: Aon Consulting, Inc., a Florida corporation ("ACI-FL"), and Aon Consulting, Inc., a New Jersey corporation (the "Survivor").
2. Survivor: ACI-FL will merge into the Survivor.
3. Taxes: It is the parties' intent that this merger qualifies as a reorganization as described in Section 368(a)(1)(A) of the Internal Revenue Code.
4. Terms: At the Effective Time (defined below), and contemporaneously with the merger, ACI-FL will merge into the Survivor, Survivor will merge ACI-FL into itself, and the separate existence of ACI-FL shall cease ("Merger"). Survivor will assume all of the rights, liabilities and obligations of ACI-FL. The proper officers of each corporation will execute all such documents and take such action as may be necessary to effect this Merger between the parties and to transfer all of the property, rights, duties and obligations of ACI-FL to Survivor.
5. Share Conversion: At the Effective Time, and contemporaneously with the Merger, each issued and outstanding share of stock of Survivor shall be and remain issued and outstanding. Each issued and outstanding share of stock of ACI-FL and each share of stock of ACI-FL held in treasury shall be canceled without consideration and the holders of certificates, which before the merger represented shares of ACI-FL will surrender their certificates for cancellation. The shares of the Survivor and the shares of ACI-FL are held by the same shareholder in equal portions.
6. Bylaws; Amendment of Articles of Incorporation: The bylaws of the Survivor, as in effect immediately prior to the Effective Time, shall be the bylaws of the surviving company until thereafter changed or amended as provided therein, by the articles of incorporation of the surviving company or by applicable law. The articles of incorporation of the Survivor, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the surviving company until thereafter changed or amended as provided therein or by applicable law.
7. Officers & Directors: As of the Effective Time, the officers and directors of ACI-FL immediately prior to the Effective Time shall be removed, and the officers and directors of the Survivor immediately prior to the Effective Time shall be the officers and directors of the surviving company, and shall be deemed to be elected automatically and without further action on behalf of the surviving company, to serve as such until the next annual meeting of the surviving company and until their successors are duly elected and qualified or until their earlier resignation or removal.
8. Effective Time: The Merger shall be effective on the date and at the time of filing the Articles of Merger with the proper departments of the states of incorporation of the companies.
9. Amendment and Termination: The Plan of Merger may be amended or terminated and abandoned by the Board of Directors of either party at any time prior to the Effective Time.