

CORESOURCE

A Trustmark Company

CoreSource, Inc.
400 Field Drive
Lake Forest, IL 60045
Telephone 847 604-9200
Fax 847 615-3900

F93000001753

December 2, 1998

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****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Agreement of Merger - CoreSource, Inc. And Self-Funding Administrators, Inc.

Dear Mr. Secretary:

Enclosed please find two originals of the following documents which are filed on behalf of CoreSource, Inc. and Self-Funding Administrators, Inc. in order to effectuate the merger of Self-Funding Administrators, Inc. into CoreSource, Inc.:

1. Resolution of the Board of Directors of Self-Funding Administrators, Inc.
2. Resolution of the Board of Directors of CoreSource, Inc.; and
3. Agreement of Merger.

It is my understanding that the cost to file these documents is \$35 per party to the merger, and \$52.50 for a certified copy. I have therefore enclosed our check in the sum of \$122.50 in payment of these fees and hereby request that a certified copy of these documents be returned to my attention in the enclosed self-addressed stamped envelope.

If there are any questions at all concerning this request or should you require any additional documentation, please contact me directly.

Thank you for your prompt attention to this request.

Very truly yours,

Barbara Clark
Barbara Clark,
Paralegal

EFFECTIVE DATE
12-31-98

merger

blc12-04/1998
enclosures

TUL DEC 10 1998

FILED
98 DEC -7 PM 7:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

SELF FUNDING ADMINISTRATORS, INC., a Florida corporation. F25640.

INTO

CORESOURCE, INC., a Delaware corporation, F93000001753

File date: December 7, 1998, effective December 31, 1998

Corporate Specialist: Thelma Lewis

AGREEMENT OF MERGER
(ARTICLES OF MERGER)

The undersigned corporations, pursuant to subchapter IX of the Business Corporation Act of the State of Delaware and also as permitted by the laws of the State of Florida, now adopt and approve the Agreement of Merger:

ARTICLE I

The names of the corporations proposing to merge and the names of the states under the laws which such corporations are organized are as follows:

Name of Corporation	State of Incorporation
CoreSource, Inc.	Delaware
Self Funding Administrators, Inc.	Florida

ARTICLE II

The name of the surviving corporation shall be CoreSource, Inc. and it shall be governed by the laws of the State of Delaware.

ARTICLE III

The Plan of Merger is as follows:

PLAN OF MERGER

This Agreement is entered into by and between CoreSource, Inc., hereinafter referred to as CoreSource, and Self Funding Administrators, Inc., hereinafter referred to as SFA.

1. CoreSource is a third party administrator organized and existing under the laws of the State of Delaware. Its principal place of business is in the City of Lake Forest, Illinois.
2. Self Funding Administrators, Inc. is a third party administrator organized and existing under the laws of the State of Florida. Its principal place of business is in the City of Clearwater, Florida.
3. CoreSource is the parent corporation of SFA and owns 100% of the outstanding and issued shares of SFA, its subsidiary.
4. The officers and directors of CoreSource and SFA have agreed that a merger of the two organizations would be desirable as a means to lessen total administrative costs and to better position the companies for future growth. CoreSource shall be the surviving corporation.
5. This instrument, when appropriate authorization as provided by law has been given, will be executed by each of the parties and submitted to the Secretary of State of the appropriate jurisdictions for approval and filing.
6. Title to all assets of SFA real, personal or mixed, shall pass to CoreSource, and all such ledger assets shall be assigned their respective book values as of the effective date of merger. The officers of SFA will cooperate with CoreSource to accomplish the transfer of assets, and an authenticated copy of this agreement shall constitute sufficient authorization for that purpose.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EFFECTIVE DATE
12-31-98

7. CoreSource will assume all liabilities of SFA, whether disclosed or not, which may exist at the effective date of merger.
8. The records, journals, ledgers and files of SFA shall be retained by CoreSource for use in servicing the business assumed under this agreement. The officers of CoreSource, jointly and individually, agree that after the effective date of merger all such records shall be the exclusive property of CoreSource.
9. Approval of the shareholders is not required and this action may be adopted and approved by the directors of the merging corporations. The Plan of Merger may be abandoned at the discretion of the boards of directors of the constituent corporations at any time before it becomes effective.
10. CoreSource, the surviving corporation, is subject to the laws of Delaware, its state of incorporation, however in addition, CoreSource agrees that Self Funding Administrators is merged into CoreSource, its parent and its sole shareholder, and all outstanding shares will be extinguished. There are no shareholders of either entity who are entitled to vote and dissent from the merger.

ARTICLE IV

The effective date of the merger shall be December 31, 1998.

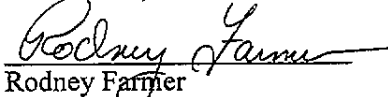
ARTICLE V

There shall be no change to the Articles of Incorporation of CoreSource, Inc., or in its registered agent, officers or directors.

This agreement has been executed by the respective parties for submission to the directors of each organization on the 30 day of November, 1998 and will be effective on the date stated above in Article IV when accepted and adopted by Resolution of the Boards of Directors of the respective corporations.

CoreSource, Inc.

By:

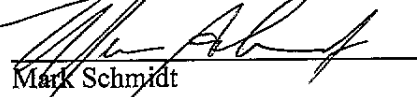

Rodney Farmer

Its:

President

Self Funding Administrators, Inc.

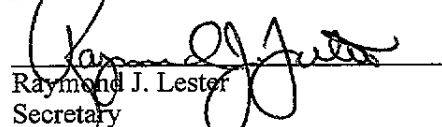
By:


Mark Schmidt

Its:

Chief Operating Officer

ATTEST:


Raymond J. Lester
Secretary

ATTEST:


David Bergman
Vice President/Secretary

RESOLUTION
(ADOPTED BY WRITTEN CONSENT)

Since there has been presented to the Board of Directors of Self Funding Administrators, Inc. a proposed plan providing for the merger of the corporation with its parent, CoreSource, Inc., a copy of which plan is contained in the Agreement of Merger (also referred to as Articles of Merger) attached; and

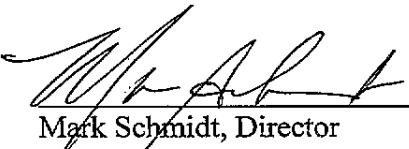
Since it is deemed to be in the best business interest of the corporation and its shareholder that this corporation merge according to the terms of such plan; it is

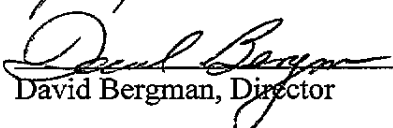
RESOLVED, That the merger of this corporation with CoreSource, Inc. and the terms and conditions of the proposed plan for carrying such merger into effect are now adopted and approved; and

FURTHER RESOLVED, That the appropriate officers of this corporation are authorized and directed to execute all documents, certifications and acknowledgments and to take all actions in accordance with the laws of the states or jurisdictions having authority over the merging corporations and which they may deem necessary or advisable to carry out and to accomplish the purposes of this resolution.

This unanimous consent may be executed in one or more counterparts, all of which together shall be one and the same instrument and authorization and shall be filed in the minutes of the corporation by the corporate secretary.

Accepted and adopted this 1st day of December, 1998 by written consent of the directors without a meeting and waiving all notices.

By: 
Mark Schmidt, Director

By: 
David Bergman, Director

RESOLUTION
(ADOPTED BY WRITTEN CONSENT)

Since there has been presented to the Board of Directors of CoreSource, Inc. a proposed plan providing for the merger of the corporation with its subsidiary, Self Funding Administrators, Inc., a copy of which plan is contained in the Agreement of Merger (also referred to as Articles of Merger, attached) and;

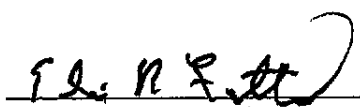
Since it is deemed to be in the best business interest of the corporation and its shareholder that this corporation merge according to the terms of such plan; it is

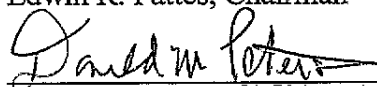
RESOLVED, That the merger of this corporation with Self Funding Administrators, Inc., and the terms and conditions of the proposed plan for carrying such merger into effect are now adopted and approved;

FURTHER RESOLVED, That the appropriate officers of this corporation are authorized and directed to execute all document, certifications and acknowledgments and to take all actions in accordance with the laws of the states or jurisdictions having authority over the merging corporations and which they may deem necessary or advisable to carry out and to accomplish the purposes of this resolution;

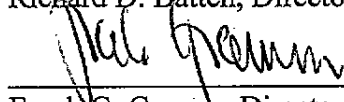
This unanimous written consent may be executed in one or more counterparts, all of which together shall be one and the same instrument and authorization and shall be filed in the minutes of the corporation by the corporate secretary.

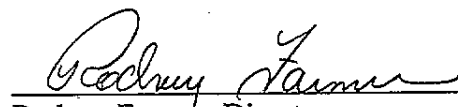
Accepted and adopted this 1st day of December, 1998 by written consent of the directors, without a meeting and waiving all notices.

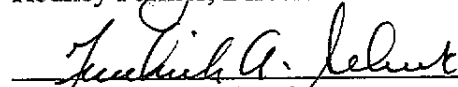
By: 
Edwin R. Fattes, Chairman

By: 
Donald M. Peterson, Director

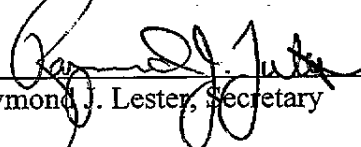
By: 
Richard D. Batten, Director

By: 
Frank G. Gramm, Director

By: 
Rodney Farmer, Director

By: 
Fredrick A. Schick, Director

By: 
Mark Schmidt, Director

ATTEST:

Raymond J. Lester, Secretary