F98000006285

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : ~~077295 4304990~~ Patricia Puzzuto

AUTHORIZATION :

COST LIMIT : $ ~~35.00~~ 70.00

ORDER DATE : December 23, 1998

ORDER TIME : 12:15 PM

ORDER NO. : 077295-030

CUSTOMER NO: 4304990

100002722231--3

CUSTOMER: Paula Walker, Legal Asst
Ropes & Gray
One International Place

Boston, MA 02110

FILED
98 DEC 24 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

~~FICKE AND ASSOCIATES (OH)~~
ELIGIBILITY MANAGEMENT SYSTEMS (FL)

INTO

RENAISSANCE GOVERNMENT SOLUTIONS, INC.

FILED
98 DEC 24 PM 1:39
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: JW 12/28

ARTICLES OF MERGER
Merger Sheet

MERGING:

ELIGIBILITY MANAGEMENT SYSTEMS, INC., a Florida corporation, L07194

into

RENAISSANCE GOVERNMENT SOLUTIONS, INC., a Delaware corporation F98000006285

File date: December 24, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032 Account charged: 70.00

FILED
98 DEC 24 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

ELIGIBILITY MANAGEMENT SYSTEMS, INC.

AND

RENAISSANCE GOVERNMENT SOLUTIONS, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Eligibility Management Systems, Inc. with and into Renaissance Government Solutions, Inc.

2. The shareholders of Eligibility Management Systems, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 22, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Eligibility Management Systems, Inc. with and into Renaissance Government Solutions, Inc. is permitted by the laws of the jurisdiction of organization of Renaissance Government Solutions, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Renaissance Government Solutions, Inc. was December 22, 1998.

Executed on this 22nd day of December, 1998.

ELIGIBILITY MANAGEMENT SYSTEMS, INC.

By: ______________________________
Richard L. Bugley
Vice President

RENAISSANCE GOVERNMENT
SOLUTIONS, INC.

By: ______________________________
Robert E. Foley
Vice President

PLAN OF MERGER adopted on December 22, 1998 by resolution of the Board of Directors of Eligibility Management Systems, Inc., a business corporation organized under the laws of the State of Florida and adopted on December 22, 1998 by resolution of the Board of Directors of Renaissance Government Solutions, Inc., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Eligibility Management Systems, Inc., a business corporation organized under the laws of the State of Florida, and Renaissance Government Solutions, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Eligibility Management Systems, Inc. plans to merge is Renaissance Government Solutions, Inc.

1. Eligibility Management Systems, Inc. and Renaissance Government Solutions, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Renaissance Government Solutions, Inc. be merged with and into a single corporation, to wit, Renaissance Government Solutions, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Eligibility Management Systems, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full fore and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.