

To: FL Dept. of State
Subject: 000631 39487

From: Katie Wonsch

Wednesday, June 29, 2005 1:10 PM Page: 1 of 4

H 20911
Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

ADP TOTALSOURCE GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6/29

To: FL Dept. of State
Subject: 000631.39487

From: Katie Wonsch

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850-205-0381

8/24/2005 3:06

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 24, 2005

ADP TOTALSOURCE GROUP, INC.
10200 SUNSET DRIVE
MIAMI, FL 33173-3033

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: ADP TOTALSOURCE GROUP, INC.
REF: H20911

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

It appears that ADP TOTALSOURCE HOLDING COMPANY, INC. is not a Florida Corporation. Please correct this language in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Document Specialist

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ARTICLES OF MERGER
OF
ADP TotalSource Holding Company, Inc.
AND
ADP TotalSource Group, Inc.

FILED
05 JUN 24 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6-30-05*

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Domestic wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is a Plan of Merger for merging ADP TotalSource Holding Company, Inc. into ADP TotalSource Group, Inc., as approved by the Board of Directors of the parent corporation on June 15, 2005.

SECOND: The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on June 15, 2005.

THIRD: Shareholder approval was not required for the merger.


FOURTH: The effective date of this merger shall be June 30, 2005.

Executed on this 22 day of June, 2005.

ADP TotalSource Holding Company, Inc.

By: 
Name: James B. Benson
Capacity: President

ADP TotalSource Group, Inc.

By: 
Name: Robert J. Singer
Capacity: Vice President

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PLAN OF MERGER
OF
ADP TotalSource Holding Company, Inc.
AND
ADP TotalSource Group, Inc.

1. ADP TotalSource Group, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of ADP TotalSource Holding Company, Inc., which is a business corporation of the State of Delaware, hereby merges ADP TotalSource Holding Company, Inc. into ADP TotalSource Group, Inc. pursuant to the provisions of the Florida Business Corporation Act.

2. The separate existence of ADP TotalSource Holding Company, Inc. shall cease at the effective time and date of the merger, and ADP TotalSource Group, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. The issued shares of ADP TotalSource Holding Company, Inc. shall not be converted 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.

4. The Board of Directors and the proper officers of ADP TotalSource Group, Inc. 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.

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