



**THE UNITED STATES  
CORPORATION**  
C O M P A N Y

P.O. Box 5828  
Tallahassee, FL 32314  
(800) 342-8086

H 45719

Account No.: 072100000032

Reference : \_\_\_\_\_

Authorization: Patricia Piquito

Cost Limit : \$ 70.00

OFFICE USE ONLY

(Requestor's Name)

1201 Hays Street

(Address)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #)

CIS Contact: Arma Dunlop

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1.

CBIZ Acquisition K Corp.

(Corporation Name)

(Document #)

2.

RECEIVED  
99 MAR 31 PM 4:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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185322

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99 MAR 31 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CORPORATE BENEFITS, INC., a Florida corporation, H45719

INTO

**CBIZ ACQUISITION K CORP.**, an Ohio corporation not qualified in Florida.

File date: March 31, 1999

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 70.00

STATE OF FLORIDA  
ARTICLES OF MERGER

OF

CORPORATE BENEFITS, INC.  
(a Florida corporation)

INTO

CBIZ ACQUISITION K CORP.  
(an Ohio corporation)

FILED  
99 MAR 31 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger. The name of the surviving corporation, upon the effective date of merger, will be CBIZ Acquisition K Corp., an Ohio corporation.

ADOPTION OF AGREEMENT

On the 30<sup>th</sup> day of March, 1999, the Board of Directors of CORPORATE BENEFITS, INC., a Florida corporation, adopted the Agreement and Plan of Merger and recommended such Agreement and Plan of Merger to the sole shareholder of CORPORATE BENEFITS, INC., for approval, and on the 30<sup>th</sup> day of March, 1999, such sole shareholder adopted the Agreement and Plan of Merger pursuant to Sections 607.1101 and 607.1103, Florida Statutes. On the 30<sup>th</sup> day of March, 1999, the Board of Directors of CBIZ ACQUISITION K CORP., an Ohio corporation, adopted the Agreement and Plan of Merger and recommended such Agreement and Plan of Merger to the sole shareholder of CBIZ ACQUISITION K CORP., for approval, and on the 30<sup>th</sup> day of March, 1999, such sole shareholder adopted the Agreement and Plan of Merger pursuant to Section 1701.781 of the Ohio Revised Code.

PLAN OF MERGER

The plan of merger is as set forth in the Agreement and Plan of Merger attached hereto as Exhibit

A.

**EFFECTIVE DATE**

The merger of the undersigned corporations will become effective as of the date of filing of these Articles of Merger.

Dated: March 31<sup>st</sup>, 1999.

CORPORATE BENEFITS, INC.,  
a Florida corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*[Signature]*  
*Dennis M. Falch*  
*President*

(SEAL)

ATTEST:

CBIZ ACQUISITION K CORP.,  
an Ohio corporation

\_\_\_\_\_  
Name: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

(SEAL)

**EFFECTIVE DATE**

The merger of the undersigned corporations will become effective as of the date of filing of these Articles of Merger.

Dated: March 31, 1999.

ATTEST:

CORPORATE BENEFITS, INC.,  
a Florida corporation

Name: \_\_\_\_\_

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

(SEAL)

ATTEST:

CBIZ ACQUISITION K CORP.,  
an Ohio corporation

Name: Jerome P. Guskowsky

By: Charles D. Hamm

Name: Charles D. Hamm

Title: Executive Vice President

(SEAL)

## **EXHIBIT A**

### **1. PLAN OF MERGER**

**The following Plan of Merger involves the merger of Corporate Benefits, Inc., a Florida corporation, with and into CBIZ Acquisition K Corp., an Ohio corporation and a wholly-owned subsidiary of Century Business Services, Inc., a Delaware corporation.**

a. **The Merger.** On the terms and subject to the conditions of the Agreement and Plan of Merger dated as of March 31<sup>st</sup> 1999 (the "Merger Agreement"), at the Effective Time (as defined below), Corporate Benefits, Inc. ("Company") shall be merged with and into CBIZ Acquisition K Corp. ("CBIZ") (the "Merger") and the separate existence of the Company shall cease, all in accordance with the provisions of the laws of the State of Florida and the State of Ohio. CBIZ shall be the surviving corporation in the Merger and is sometimes hereinafter called the "Surviving Corporation."

b. **Effective Time.** The Merger will be consummated by filing Articles or Certificates of Merger with the Corporation Commission of the State of Florida and the Secretary of State of Ohio in such form as appropriate for filing. The Merger shall become effective at such date and time (the "Effective Time") as a Certificate of Merger is filed with the Secretary of State (or other appropriate authority) of the State of Ohio (the "Merger Filing"). The Merger Filing shall be made simultaneously with or as soon as practicable after the execution and delivery of the Merger Agreement.

c. **Articles of Incorporation, By-laws and Board of Directors of Surviving Corporation.**  
At the Effective Time:

- i. the Articles of Incorporation of CBIZ then in effect shall be the Articles of Incorporation of the Surviving Corporation.
- ii. the By-laws of CBIZ then in effect shall be the By-laws of the Surviving Corporation;
- iii. the Board of Directors of the Surviving Corporation shall consist of Keith W. Reeves;
- iv. the officers of the Surviving Corporation shall be as follows:

Keith W. Reeves, President  
Charles D. Hamm, Executive Vice President  
Jocelyn A. Bradford, Treasurer  
Barbara A. Rutigliano, Secretary

d. **Effect of Merger.** At the Effective Time, the effect of the Merger shall be as provided in the laws of the State of Florida and the State of Ohio. Except as herein specifically set forth, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of CBIZ shall continue unaffected and unimpaired by the Merger and the corporate franchises, existences and rights of the Company shall be merged with and into CBIZ, and CBIZ as the Surviving Corporation, shall be fully vested therewith. At the Effective Time, the separate existence of the Company shall cease and, in accordance with the terms of the Merger Agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and

franchises, of a public, as well as of a private nature, and all property, real, personal and mixed, and all and every other interest belonging to or due to the Company and without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Company and CBIZ and the title to any real estate, or interest therein, whether by deed or otherwise, under of the laws of the States of Florida and Ohio, respectively, vested in the Companies and CBIZ, shall not revert or be in any way impaired by the Merger.

e. CBIZ Acquisition K Corp. of Ohio is the survivor.

f. All of the property, rights, privileges, leases and patents of Corporate Benefits, Inc. are to be transferred to and become the property of CBIZ Acquisition K Corp., the survivor. The officers and board of directors of the above named corporation are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

g. The officers and board of directors of CBIZ Acquisition K Corp. shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.

h. The outstanding shares of Corporate Benefits, Inc. shall be exchanged for shares of Century Business Services, Inc. and cash as set forth below.

## **2. CONVERSION OF STOCK**

**Manner of Conversion.** The manner of converting the shares of outstanding capital stock of the Company into shares of Century Business Services, Inc. ("Century") common stock, par value \$.01 per share ("Century Stock") shall be as follows:

- i. As of the Effective Time, 200 shares of common stock, \$ 1.00 par value, of Company ("Company Stock"), constituting all of the issued and outstanding shares of Company Stock immediately prior to the Effective Time, by virtue of the Merger, and without any action on the part of the holder thereof, shall be automatically converted into the right to receive cash in the amount of \$2,200,000 and 264,000 shares of Century Stock, plus up to an additional \$1,440,000 in cash and 172,800 shares of Century Stock (the "Holdback") pursuant to the earn-out formula set forth on Exhibit B attached hereto, all in accordance with the Merger Agreement.
- ii. Immediately following the Closing Date, the Company Stock will be canceled, and each share of the Company held in the treasury of Company will automatically be canceled and retired without any conversion thereof or consideration therefor.
- iii. Each share of CBIZ Stock issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall continue to be owned by Century immediately after the Effective Time.