

CCRS
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
222-1173

K75226

FILING COVER SHEET
ACCT. #FCA-14

400004445814--5
-06/26/01--01053--005
*****70.00 *****70.00

CONTACT: CINDY HICKS

DATE: 6-26-01

REF. #: 0631.17064 062601 Merger

CORP. NAME: ADP TOTAL SOURCE FL XX, INC. MERGING
INTO: ADP TOTAL SOURCE FL XIX INC

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: _____

TALLAHASSEE, FL 32301
STATE
JUN 26 AM 3:17

FILED

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 26 AM 10:35
NOT FILED
TO ACHIEVE EDGE
SUFFICIENCY OF FILING

STATE FEES PREPAID WITH CHECK# 15608 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

DR
6/26/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADP TOTALSOURCE FL XX, INC., a Florida corporation S24254

INTO

ADP TOTALSOURCE FL XIX, INC., a Florida entity, K75226.

File date: June 26, 2001 , effective June 29, 2001

Corporate Specialist: Annette Ramsey

10/29/01

ARTICLES OF MERGER

OF

ADP TotalSource FL XX, Inc.

AND

ADP TotalSource FL XIX, Inc.

FILED
01 JUN 26 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

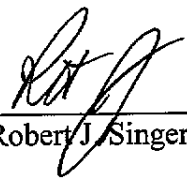
FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging ADP TotalSource FL XX, Inc., with and into ADP TotalSource FL XIX, Inc., as approved and adopted by written consent of the shareholders of ADP TotalSource FL XX, Inc., entitled to vote thereon given on June 27, 2001, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of ADP TotalSource FL XIX, Inc., entitled to vote thereon given on June 27, 2001 in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

SECOND: ADP TotalSource FL XIX, Inc., will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

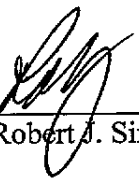
The effective date of this merger shall be June 29, 2001.

Executed on this 22nd day of June, 2001

ADP TotalSource FL XX, Inc.

By: 
Robert J. Singer, Vice President

ADP TotalSource FL XIX, Inc.

By: 
Robert J. Singer, Vice President

PLAN OF MERGER adopted by ADP TotalSource FL XX, Inc., a Florida business corporation organized under The laws of the State of Florida, by resolution of its Board of Directors on June 27, 2001, and adopted on June 27, 2001 by ADP TotalSource FL XIX, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on June 27, 2001. The names of the corporations planning to merge are ADP TotalSource FL XX, Inc., a business corporation organized under the laws of the State of Florida, and ADP TotalSource FL XIX, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which ADP TotalSource FL XX, Inc., plans to merge is ADP TotalSource FL XIX, Inc.

1. ADP TotalSource FL XX, Inc., and ADP TotalSource FL XIX, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, ADP TotalSource FL XX, Inc.,] which shall be the surviving corporation at the effective time and 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 Florida Business Corporation Act. The separate existence of ADP TotalSource FL XX, 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 Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation 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 Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their 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 immediately prior to the effective time and date of the merger shall at the effective time and date of the merger, be surrendered and cancelled. 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 and to the shareholders of the surviving

corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, 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 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 the Board of Directors and the proper officers 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.