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MERGER OR SHARE EXCHANGE

USIS EMPLOYERS INFORMATION GROUP, INC.

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Merger
10/08/03

ARTICLES OF MERGER

OF

USIS COMMERCIAL SERVICES, INC.
(a Florida corporation)

AND

USIS EMPLOYERS INFORMATION GROUP, INC.
(an Oklahoma corporation)To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging USIS Commercial Services, Inc. with and into USIS Employers Information Group, Inc. as approved by the Board of Directors of USIS Commercial Services, Inc. on September 21, 2003 by unanimous written consent of the Board of Directors.

2. The merger of USIS Commercial Services, Inc. with and into USIS Employers Information Group, Inc. is permitted by the laws of the jurisdiction of organization of USIS Employers Information Group, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of USIS Employers Information Group, Inc. was September 21, 2003.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on September 30, 2003.

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H0300029 NO. 7713 P. 3

Executed on September 21, 2003.

USIS COMMERCIAL SERVICES, INC.

By: 

Name: Philip T. Sweeney

Capacity: Vice President and Treasurer

USIS EMPLOYERS INFORMATION
GROUP, INC.

By: 

Name: Philip T. Sweeney

Capacity: Vice President and Treasurer

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AGREEMENT AND PLAN OF MERGER
BETWEEN
USIS EMPLOYERS INFORMATION GROUP, INC.
AND
USIS COMMERCIAL SERVICES, INC.

This Agreement and Plan of Merger is entered into between, USIS Employers Information Group, Inc., an Oklahoma corporation (the "Surviving Entity") and USIS Commercial Services, Inc., a Florida corporation (the "Merged Entity"), as of September 30, 2003.

1. The Merged Entity shall be merged into the Surviving Entity, with the Surviving Entity being the surviving corporation.
2. The Surviving Entity is the sole stockholder of 100% of the issued and outstanding capital stock of the Merged Entity (500 shares of common stock). Each share of capital stock of the Merged Entity owned by the Surviving Entity immediately prior to the effective time of the merger shall be automatically cancelled and retired without any conversion thereof and no payment or distribution shall be made with respect thereto.
3. The certificate of incorporation of the Surviving Entity shall remain and be the certificate of incorporation of the surviving corporation until the same shall be altered or amended according to the provisions therein and the manner permitted by the statutes of the State of Oklahoma.
4. The by-laws of the Surviving Entity shall remain and be the by-laws of the surviving corporation until the same shall be altered or amended according to the provisions therein and the manner permitted by the statutes of the State of Oklahoma.
5. The directors of the Surviving Entity shall remain in office and be the directors of the surviving corporation until their successors shall have been elected and qualified according to the by-laws of such corporation and the manner permitted by the statutes of the State of Oklahoma.
6. All persons who at the date when the merger shall become effective shall be the executive or administrative officers of the Surviving Entity shall be and remain like officers of the surviving corporation until the board of directors of such corporation shall elect their respective successors.

7. When the merger shall become effective, all rights, privileges, powers and franchises of each of the parties to this merger, whether of a public or private nature, and all property, real, personal and mixed, and all debts due on whatever account, including stock subscriptions, and all other choses in action, and all and every other interest of, or belonging to or due to either of the constituent entities shall be vested in the Surviving Entity without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the constituent entities; the title to any real or personal property, whether by deed or otherwise, vested in each of such constituent entities shall not revert or be in any way impaired by reason of the merger, provided, however, that all rights of creditors and all liens upon any property of each of said constituent entities shall be preserved unimpaired, limited to the property affected by such liens immediately prior to the time of the said merger, and all debts, liabilities and duties of the Merged Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.
8. If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the said corporation, according to the terms hereof, the title to any property or rights of the Merged Entity, the proper officers and directors of said Merged Entity shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest title in such property or rights in the Surviving Entity and otherwise to carry out the purposes of this Agreement and Plan of Merger.
9. The Surviving Entity shall assume all of the liabilities and obligations of the Merged Entity.
10. The Surviving Entity shall pay all expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing this merger.

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IN WITNESS WHEREOF, each of the parties hereto have caused their respective duly authorized representatives to execute this Agreement the date first above written.

**USIS EMPLOYERS INFORMATION
GROUP, INC.**

By: 

Name: Philip T. Sweeney

Title: Vice President and Treasurer

USIS COMMERCIAL SERVICES, INC.

By: 

Name: Philip T. Sweeney

Title: Vice President and Treasurer

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