

Milwaukee
•
Madison
•
Oshkosh
•
Green Bay
•
Sheboygan
•
Elm Grove

P10986

Davis & Kuelthau, s.c.

ATTORNEYS AT LAW

111 E. Kilbourn Ave., Suite 1400
Milwaukee, WI 53202-6613
Direct Dial: 414-225-1719
Direct Fax: 414-278-3819
E-mail: kah@dkattorneys.com

November 21, 2001

VIA OVERNIGHT DELIVERY

600004694166--6
-11/26/01--01095--003
*****35.00 *****35.00

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**Re: Contract Services Incorporated, n/k/a Management Alliance
Programs, Inc. (the "Corporation")**

Dear Sir or Madam:

I have enclosed for filing with your office the Corporation's Application for Amended Certificate of Authority. The Corporation is the surviving corporation of a merger at which time it changed its name to the name of the non-surviving entity. I have also enclosed certified copy of the Corporation's Articles of Merger issued by the Wisconsin Department of Financial Institutions, and a check in the amount of \$35.00 in payment of the filing fee.

Please file the Corporation's Application at your earliest convenience and return a file-stamped copy to me in the envelope provided.

Thank you for your assistance with this matter. Please do not hesitate to contact me if you have any questions or problems.

Very truly yours,

Kathleen A. Haase

Kathleen A. Haase
Paralegal

NC
11-30-01
PHS

FILED
01 NOV 26 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc: Harold A. Laufer, Esq.
David W. Aragon III

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Contract Services Incorporated of Wisconsin
Name of corporation as it appears on the records of the Department of State.
2. Wisconsin 3. July 31, 1986
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 9, 2001

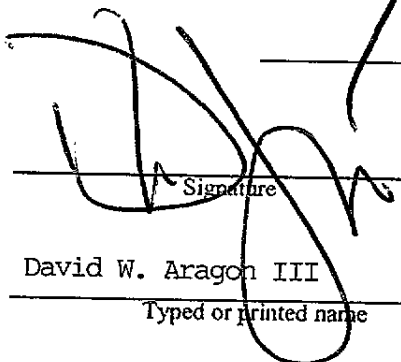
5. Management Alliance Programs, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction



Signature
David W. Aragon III
Typed or printed name

11-21-01

Date
President

Title

FILED
01 NOV 26 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DFI/CORP/38
RECORD 2/00

United States of America

State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: NOV 13 2001

BY: A handwritten signature in black ink, appearing to read "Patricia Weber".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

ARTICLES OF ORGANIZATION
OF
CONTRACT SERVICES INCORPORATED

I, the undersigned, adult resident of the State of Wisconsin, desiring to form a corporation under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes, do hereby execute these Articles of Organization.

ARTICLE I. NAME

The name of the corporation shall be CONTRACT SERVICES INCORPORATED.

ARTICLE II. PERIOD OF EXISTENCE

The period of existence of this corporation shall be permanent.

ARTICLE III. PURPOSES AND POWERS

The purposes of this corporation shall be to engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes.

ARTICLE IV. CAPITAL STOCK

The authorized capital stock in the corporation shall be Two Thousand Five Hundred (2,500) shares of common stock, no par value.

ARTICLE V. DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2). Thereafter, the number of directors constituting the Board of Directors shall be such number as may be fixed by the Bylaws.

ARTICLE VI. OFFICERS

SECTION 1. The general officers of this corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The Board of Directors may, in addition thereto, and from time to time, appoint such additional officers as they may deem necessary to carry out the business of the corporation.

SECTION 2. The principal duties of the President shall be to preside at all meetings of the Board of Directors and members and to have general supervision of the affairs of the corporation.

SECTION 3. The principal duties of the Vice-President shall be to discharge the duties of the President in the event of the absence or disability for any cause whatsoever of the latter.

SECTION 4. The principal duties of the Secretary shall be to countersign all deeds, leases and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to

be sealed and to keep a record of the proceedings of the Board of Directors and the members and to safely and systematically keep all papers, books, records and documents belonging to the corporation or in any wise pertaining to the business thereof.

SECTION 5. The principal duties of the Treasurer shall be to keep and account for all moneys, credits and property of any and every nature, of the corporation which shall come into his hands, and keep an accurate account of all moneys received and disbursed, and of money and property on hand, and generally of all matters pertaining to this office as shall be required by the Board of Directors.

SECTION 6. The said officers and any additional officers appointed by the Board of Directors shall perform such services and shall assume such duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

SECTION 7. Each of such officers shall serve for a term of one (1) year or until their successors shall have been duly elected and qualified; provided, however, that any officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any special meeting called for such purpose.

ARTICLE VII. REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the

corporation is:

811 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

The name of the initial registered agent at such address
is:

Raymond E. French

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

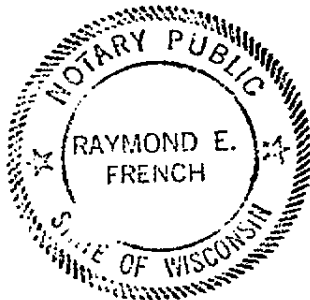
Jeffrey John Salick
8127 West Burleigh Street
Milwaukee, Wisconsin 53222

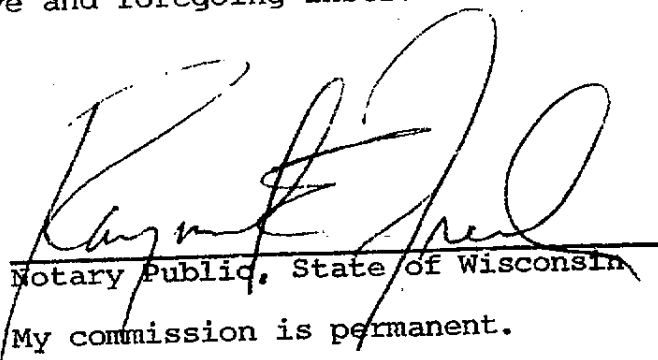
Executed in duplicate on the 19th day of August, 1976.


Jeffrey John Salick

STATE OF WISCONSIN)
) SS
MILWAUKEE COUNTY)

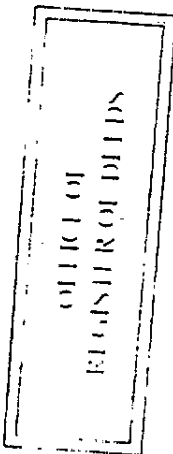
Personally came before me this 19th day of August, 1976,
the above named JEFFREY JOHN SALICK, to me known to be the
person who executed the above and foregoing instrument and
acknowledged the same.




Notary Public, State of Wisconsin

My commission is permanent.

This instrument was drafted by Attorney Raymond E. French.



The undersigned, as Register of Deeds of
County, Wisconsin, certifies that on
(DATE) **SEP 14 1976**

5036959

there was received and accepted for record in my office an instrument bearing the certificate of the Secretary of
State of Wisconsin and described as:

☒ Articles of Incorporation ☐ Amendment to Articles of Incorporation ☐ Statement of Intent to Dissolve
☐ Articles of Dissolution ☐ Articles of Merger ☐ Name reservation
☐ Articles of Consolidation ☐ Restated Articles ☐ Change of Registered Office and of Agent

CONTRACT SERVICES INCORPORATED

(SPECIAL) Witness my hand and official seal on **SEP 14 1976**

Walter R. Barczak

REGISTER OF DEEDS

ORIGINAL

ICLES OF ORGANIZATION
OF
CT SERVICES INCORPORATED

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED
AUG 31 1976
DOUGLAS LAFOLLETTE
SECRETARY OF STATE

#50 C-14686

Raymond E. French, Attorney
811 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

RECEIVED

NOV - 6 2001

WISCONSIN
DFI**ARTICLES OF MERGER**

OF

MANAGEMENT ALLIANCE PROGRAMS, INC.01 m055337
Imag00

INTO

CONTRACT SERVICES INCORPORATED

1 C14686

THESE ARTICLES OF MERGER are made pursuant to Section 180.1105 of the Wisconsin Business Corporation Law on this 25th day of October 2001, by and between **MANAGEMENT ALLIANCE PROGRAMS, INC.**, a Wisconsin corporation ("MAPS"), and **CONTRACT SERVICES INCORPORATED**, a Wisconsin corporation ("CSI").

ARTICLE I

ACCT 00001870 CLASS CODE 310

TRX 0001537381 Amount \$100.00

PLAN OF MERGER

The Plan of Merger required by the Wisconsin Business Corporation Law is the Merger Agreement (the "Merger Agreement") attached hereto as Schedule A and by reference made a part hereof with the same force and effect as if herein set forth in full.

ARTICLE II**CAPITAL STOCK**

As to each Corporation, the following table sets forth: (i) the number of authorized shares of capital stock for each Corporation (ii) the number of shares of capital stock outstanding, there being only one class of shares outstanding for each Corporation; and (iii) the total affirmative number of votes requisite for the approval of the Merger Agreement:

	<u>MAPS</u>	<u>CSI</u>
(i) Number of Shares Authorized	9,000	2,500
(ii) Number of Shares Outstanding:	457	439
(iii) Requisite Number of Votes Required for Approval:	229	220

ARTICLE III**VOTING OF STOCK**

The Plan of Merger was approved in accordance with Section 180.1103 of the Wisconsin Statutes. As to each Corporation, the following table sets forth the number of shares of common stock that voted for and against the Plan of Merger:

	<u>MAPS</u>	<u>CSI</u>
Votes for the Plan of Merger	457	439
Votes Against the Plan of Merger	0	0

ARTICLE IV**REGISTERED OFFICES**

The Registered Office of MAPS is located in Milwaukee County, Wisconsin. The Registered Office of CSI is located in Waukesha County, Wisconsin.

ARTICLE V**EFFECTIVE DATE**

As provided in the Merger Agreement, the Effective Date of the Merger shall be at the later of the filing of these Articles of Merger with the DFI of State of Wisconsin or at 12:01 a.m., Menomonee Falls, Wisconsin time, on October 25, 2001. *per K.N.*

ARTICLE VI**AMENDMENT OF CSI ARTICLES OF INCORPORATION**

As provided in the Merger Agreement, Article I of the Articles of Incorporation for CSI shall be amended to state as follows:

Article I NAME -- The name of the corporation shall be Management Alliance Programs,

Inc.

{The remainder of this page is intentionally left blank}

IN WITNESS WHEREOF, each of the parties hereto have caused these Articles of Merger to be executed on its behalf and its corporate seal to be hereunto affixed, all on the day and year first above written.

No
(Corporate Seal)

MANAGEMENT ALLIANCE PROGRAMS, INC.,
a Wisconsin corporation

By: 
David Aragon, President

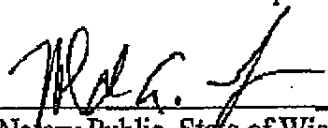
No
(Corporate Seal)

CONTRACT SERVICES INCORPORATED,
a Wisconsin corporation

By: 
Jeffrey H. Holmes, President

STATE OF WISCONSIN)
)SS.
Winnebago COUNTY)

The foregoing Articles of Merger were acknowledged before me this 25th day of October, 2001, by David Aragon, known to me to be the President of MANAGEMENT ALLIANCE PROGRAMS, INC., a Wisconsin corporation, and the person who executed the foregoing Articles of Merger in such capacities on behalf of the Corporation.


Notary Public, State of Wisconsin
My commission: is perm.

STATE OF WISCONSIN)
)SS.
Waukesha COUNTY)

The foregoing Articles of Merger were acknowledged before me this 25th day of October, 2001, by Jeffrey H. Holmes, known to me to be the President of CONTRACT SERVICES INCORPORATED, a Wisconsin corporation, and the person who executed the foregoing Articles of Merger in such capacities on behalf of the Corporation.



Notary Public, State of Wisconsin

My commission: is per m.

This instrument was drafted by and should be returned to:

Harold A. Laufer, Esq.
Davis & Kuelthau, S.C.
111 East Kilbourn Avenue
Suite 1400
Milwaukee, WI 53202-6613
(414) 276-0200

SCHEDULE A**MERGER AGREEMENT**

THIS MERGER AGREEMENT (the "Merger Agreement") is made as of this ____ day of October 2001, by and between **MANAGEMENT ALLIANCE PROGRAMS, INC.**, a Wisconsin corporation ("MAPS"), and **CONTRACT SERVICES INCORPORATED**, a Wisconsin corporation ("CSI").

RECITALS:

WHEREAS, the authorized capital stock of CSI consists of 2,500 shares of common stock, no par value per share, four hundred thirty nine (439) shares of which are issued and outstanding and owned by Jeffrey H. Holmes ("Holmes");

WHEREAS, the authorized capital stock of MAPS consists of 9,000 shares of common stock, \$1.00 par value per share, four hundred fifty seven (457) shares of which are issued and outstanding and owned by David Aragon ("Aragon");

WHEREAS, Holmes and Aragon acting as the sole shareholders of CSI and MAPS, have by resolutions duly adopted, approved and adopted this Merger Agreement; and

WHEREAS, the respective Boards of Directors of CSI and MAPS have determined that it is advisable and generally to the advantage and welfare of CSI and MAPS and their respective shareholders that MAPS be merged with and into CSI on the terms and conditions set forth in this Merger Agreement.

NOW, THEREFORE, in consideration of the recitals and of the mutual agreements and covenants contained in this Agreement, CSI and MAPS agree as follows:

I. CORPORATE EXISTENCE OF THE SURVIVING CORPORATION

On the Effective Date of the Merger, MAPS shall be merged with and into CSI and CSI shall emerge as the surviving corporation (sometimes referred to herein as the "Surviving Corporation"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of CSI shall continue unaffected and unimpaired by the Merger and the corporate identity, existence, purposes, powers, franchises, rights and immunities of MAPS shall be merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. The separate existence of MAPS, except insofar as otherwise specifically provided by law, shall cease on the Effective Date of the Merger, whereupon CSI and MAPS shall be and become one single corporation.

II. ARTICLES OF INCORPORATION AND BYLAWS OF SURVIVING CORPORATION

The Articles of Incorporation and Bylaws of CSI as in effect immediately prior to the Effective Date of the Merger shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation following the Effective Date of the Merger until amended in accordance with law and the terms thereof, except that Article I of the Articles of Incorporation be, and it hereby is, amended by deleting the existing text in its entirety and replacing it with the following:

"The name of the corporation shall be Management Alliance Programs, Inc."

III. DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The following shall be the directors and officers of the Surviving Corporation as of the Effective Date, to hold office as provided in the Bylaws of the Surviving Corporation:

Directors: David Aragon
Jeffrey Holmes

President: David Aragon
Vice President: Jeffrey Holmes
Secretary: Jeffrey Holmes
Treasurer: David Aragon

IV. CONVERSION OF SHARES

On the Effective Date of the Merger, each share of the common stock of CSI and MAPS then issued and outstanding, and without any action on the part of the holders thereof, shall be converted into the aggregate sum of 896 shares of the Surviving Corporation's common stock and shall be issued to the shareholders of CSI and MAPS as follows:

Each owner of one share of CSI common stock shall retain one share of common stock in the Surviving Corporation.

Each owner of one share of MAPS common stock shall retain one share of common stock in the Surviving Corporation.

At or immediately following the Effective Date of the Merger, the shareholders shall surrender to the Surviving Corporation each outstanding stock certificate which, immediately prior to the Effective Date of the Merger, represented shares of the common stock of CSI and/or MAPS and such shareholders shall be entitled, upon the surrender of such stock certificates, to receive in exchange therefore a stock certificate or certificates representing the number of shares

of the Surviving Corporation's common stock into which the shares represented by the stock certificates so surrendered shall have been converted as provided in this Merger Agreement. Until surrendered to and canceled by the Surviving Corporation, each stock certificate which, prior to the Effective Date of the Merger, represented outstanding shares of the common stock of either CSI or MAPS, shall be deemed for all corporate purposes to evidence the number of shares of the Surviving Corporation's common stock into which such shares have been converted.

V. EFFECT OF THE MERGER

At the Effective Date, the effect of the Merger shall be as provided in the applicable provisions of Wisconsin Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date, except as otherwise provided herein, all the property, rights, privileges, powers and franchises of MAPS and CSI shall vest in the Surviving Corporation, and all debts, liabilities and duties of MAPS and CSI shall become the debts, liabilities and duties of the Surviving Corporation.

VI. EFFECTIVE DATE OF THE MERGER

The Effective Date of the Merger shall be at the later of the filing of the Articles of Merger with the DFI of the State of Wisconsin or 12:01 a.m., Menomonee Falls, Wisconsin time, on October , 2001. *per K.H.*

VII. ABANDONMENT

Until the Articles of Merger are filed with the Office of the DFI for the State of Wisconsin, either party to this Merger may, upon the approval of its Board of Directors, abandon this Merger as provided in the Wisconsin Business Corporation Law. *per K.H.*

IN WITNESS WHEREOF, each of the parties hereto has caused this Merger Agreement to be executed on its behalf as of the day and year first above written.

MANAGEMENT ALLIANCE PROGRAMS, INC.,
a Wisconsin corporation

No
(Corporate Seal)

By: _____
David Aragon, President

CONTRACT SERVICES INCORPORATED,
a Wisconsin corporation

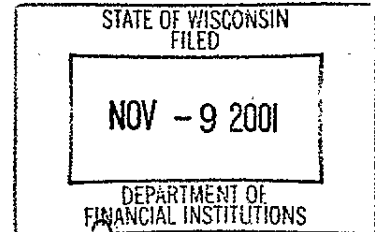
No
(Corporate Seal)

By: _____
Jeffrey H. Holmes, President

DATE - 11/6/01

\$100,00

Articles of Merger
Chap. 180



merges; management alliance Programs, Inc
(w/ Domestic Corp) (Non-Jarvis)

into; Contract Services Incorporated
(w/ Domestic Corp) (Jarvis)

- Jarvis Changes Name -

EFFECTIVE DATE:

NOV -9 2001