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MERGER OR SHARE EXCHANGE

ADP TOTALSOURCE HOLDING COMPANY, INC.

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Merge
6-23-05-ey

To: FL Dept. of State
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From: Katie Wonsch

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ARTICLES OF MERGER

OF

Vincam Occupational Health Systems, Inc.

AND

ADP TotalSource Holding Company, Inc.

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.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Vincam Occupational Health Systems, Inc. with and into ADP TotalSource Holding Company, Inc. as approved by the Board of Directors of Vincam Occupational Health Systems, Inc. on June 15, 2005, and adopted at a meeting by the Board of Directors of ADP TotalSource Holding Company, Inc. on June 15, 2005.

SECOND: The merger of Vincam Occupational Health Systems, Inc. with and into ADP TotalSource Holding Company, Inc. is permitted by the laws of the jurisdiction of organization of Vincam Occupational Health Systems, 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 ADP TotalSource Holding Company, Inc. was June 15, 2005.

THIRD: Shareholder approval was not required for the merger.

FOURTH: The effective date of this merger shall be June 29, 2005.

Executed on this day of June, 2005.

Vincam Occupational Health Systems, Inc.

By: 

Name: Robert J. Singer, Vice President
Capacity:

ADP TotalSource Holding Company, Inc.

By: 

Name: James B. Benson
Capacity: President

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

OF

Vincam Occupational Health Systems, Inc.

AND

ADP TotalSource Holding Company, Inc.

1. ADP TotalSource Holding Company, Inc. , which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Vincam Occupational Health Systems, Inc. , which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Vincam Occupational Health Systems, Inc. into ADP TotalSource Holding Company, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of ADP TotalSource Holding Company, Inc.

2. The separate existence of Vincam Occupational Health Systems, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and ADP TotalSource Holding Company, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Vincam Occupational Health Systems, 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 Holding Company, 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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