

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301

944000053680

CONTACT: CINDY HICKS

700004445787--0
-06/26/01--01053--003
*****70.00 *****70.00

DATE: 6-26-01

REF. #: 0631.17061 EFFECTIVE DATE 6/29/01 Merger

CORP. NAME: VINCAM PRACTICE MANAGEMENT, INC.
MERGING INTO: RDM, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

FILED
01 JUN 26 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 15610 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 26 AM 10:35
NOT ATTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

COST LIMIT: \$

PLEASE RETURN:

- | | |
|--|---|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING |
| <input type="checkbox"/> CERTIFICATE OF STATUS | |

☒ PLAIN STAMPED COPY

Examiner's Initials

AR
6/26/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

VINCAM PRACTICE MANAGEMENT, INC., a Florida corp. P94000053680
,

INTO

RDM, INC., a Michigan entity not qualified in Florida.

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

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
6/29/01

ARTICLES OF MERGER

OF

VINCAM PRACTICE MANAGEMENT, INC.

AND

RDM, INC.

FILED
01 JUN 26 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Vincam Practice Management, Inc., with and into RDM, Inc.

SECOND: The shareholders entitled to vote on the aforesaid Plan of Merger of Vincam Practice Management, Inc., approved and adopted the Plan of Merger by unanimous written consent on June 27, 2001.

THIRD: The shareholders of RDM, Inc., entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on June 27, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

FOURTH: The merger of Vincam Practice Management, Inc., with and into RDM, Inc., is permitted by the laws of the jurisdiction of organization of RDM, Inc., and has been authorized in compliance with said laws.

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

Executed on this 22nd day of June, 2001

VINCAM PRACTICE MANAGEMENT, INC.

By: [Signature]
Robert J. Singer, Vice President

RDM, INC.

By: [Signature]
Robert J. Singer, Vice President

PLAN OF MERGER
OF
VINCAM PRACTICE MANAGEMENT, INC.
INTO
RDM, INC.

PLAN OF MERGER approved on June 27 2001 by Vincam Practice Management, Inc., which is a business corporation organized under the laws of the State of Florida and by resolution adopted by its Board of Directors on said date, and approved on June 27, 2001 by RDM, Inc., which is a business corporation organized under the laws of the State of Michigan, and which is subject to the provisions of the Business Corporation Act of the State of Michigan, and by resolution adopted by its Board of Directors on said date.

1. Vincam Practice Management, Inc., and RDM, Inc., shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Business Corporation Act of the State of Michigan, be merged with and into a single corporation, to wit, RDM, Inc., which shall be the surviving corporation on the effective 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 Business Corporation Act of the State of Michigan. The separate existence of Vincam Practice Management, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the effective time upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote, and the specification of each class and series entitled to vote as a class are set forth below:

VINCAM PRACTICE MANAGEMENT, INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
common	1,000	n/a	n/a

RDM, INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
common	60,000	n/a	n/a

3. The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the State of Michigan shall continue to be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Act of the State of Michigan.

4. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger in the State of Michigan shall continue to be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of Michigan.

5. The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of Michigan shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be surrendered and cancelled. The shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

7. The Board of Directors and the proper officers of the terminating corporation and 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 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.