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## MERGER OR SHARE EXCHANGE

## Online Benefits, Inc.

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DIVISION OF CORPORATIONS

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Online Benefits, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Rebecca Saferstein, Paralegal

(Contact Person)

DLA Piper US LLP

(Firm/Company)

1201 W. Peachtree ST, Suite 2800

(Address)

Atlanta, GA 30309

(City/State and Zip Code)

For further information concerning this matter, please call:

Rebecca Saferstein, Paralegal

(Name of Contact Person)

At ( 404 ) 736-7833

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314



## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Online Benefits, Inc.</u>	<u>Delaware</u>	<u>N/A</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Captiva Software, Inc.</u>	<u>Florida</u>	<u>P97000029985</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
December 6, 2006 and shareholder approval was not required.


**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
December 6, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)



**Seventh: SIGNATURES FOR EACH CORPORATION**Name of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleOnline Benefits, Inc.Kevin S. AblandCaptiva Software, Inc.Kevin S. Abland