

MAR-30-04 11:47AM

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Account Name : AKERMAN, SENTERPITT & EIDSON, P.A. (FT. LAUDERDALE)  
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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

### OASIS OUTSOURCING BENEFITS II, INC.

Certificate of Status	1
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Page Count	04
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 MAR 30 PM 1:32

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EFFECTIVE DATE  
3/31/04

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Please note, effective date of merger  
is 3-31-04. Thank you.

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**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, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Oasis Outsourcing Benefits IL Inc.</u>	<u>Florida</u>

EFFECTIVE DATE  
3/21/04

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Oasis Outsourcing Benefits, Inc.</u>	<u>Florida</u>

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TALLAHASSEE, FLORIDA

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

**Fourth:** The merger shall become effective on March 31, 2004.

**Fifth:** Adoption of Merger by surviving corporation -

The Agreement and Plan of Merger was adopted by the board of directors and sole shareholder of the surviving corporation on March 29, 2004.

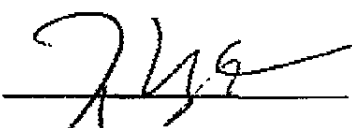

**Sixth:** Adoption of Merger by merging corporation -

The Agreement and Plan of Merger was adopted by the board of directors and sole shareholder of the merging corporation on March 29, 2004.

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual &amp; Title</u>
Oasis Outsourcing Benefits, Inc.		Terry P. Mayotte, CFO
Oasis Outsourcing Benefits II, Inc.		Terry P. Mayotte, CFO

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**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 7<sup>th</sup> day of March, 2004 by Oasis Outsourcing Benefits, Inc., a Florida corporation ("OOB") and Oasis Outsourcing Benefits II, Inc., a Florida corporation ("OOBII").

**RECITALS**

Oasis Outsourcing Holdings, Inc. has determined that services are provided through too many subsidiary FEIN's which are either legacy companies from acquisitions, or other entities set up to account for regulatory, insurance or qualified plan purposes. It has been determined that management will review the current entity structure and consolidate operations wherever possible. The benefits to be gained by such a process include: (i) reductions in accounting, payroll tax compliance, legal and regulatory compliance, and (ii) better management focus on customer cost and profit factors.

The Board of Directors of OOB and the Board of Directors of OOBII have determined that it is advisable and in the best interest of each of OOB and OOBII that OOB be merged with and into OOBII on the terms and subject to the conditions set forth herein (the "Merger").

**ARTICLE I****The Merger**

On the Effective Date (as defined in Article V hereof), OOB shall merge with and into OOBII in accordance with the Florida Business Corporation Act, and the separate existence of OOB shall cease and OOBII shall thereafter continue as the surviving corporation (the "Surviving Entity") under the laws of the State of Florida.

**ARTICLE II****The Surviving Entity**

On the Effective Date, the Articles of Incorporation of OOBII, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity.

On the Effective Date, the Bylaws of OOBII, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Entity, until thereafter altered, amended or repealed.

On the Effective Date, the officers and directors of OOBII immediately prior to the Effective Date shall be the officers and directors of the Surviving Entity until their successors are duly elected and qualified or until their earlier resignation, removal, death or disability.

**ARTICLE III****Manner and Basis of Converting Shares**

On the Effective Date, each issued and outstanding share of common stock, par value \$0.01 per share, of OOB, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

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**ARTICLE IV**

**Effect of Merger**

On the Effective Date, all property, rights, privileges, powers and franchises of OOB shall vest in the Surviving Entity, and all liabilities and obligations of OOB shall become liabilities and obligations of the Surviving Entity.

**ARTICLE V**

**Effective Date**

As used in this Agreement, the term "Effective Date" shall mean March 31, 2004.

**ARTICLE VI**

**Amendment, Modification and Termination**

The Boards of Directors of OOB and/or OOBII may amend, terminate and/or abandon the Merger at any time prior to the Effective Date.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

OASIS OUTSOURCING BENEFITS, INC.

By:   
Terry P. Mayotte, CFO

OASIS OUTSOURCING BENEFITS II, INC.

By:   
Terry P. Mayotte, CFO