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MERGER OR SHARE EXCHANGE

WAKELY SOFTWARE, INC.

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00 AUG -7 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Merger

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DC

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

WAKELY BENEFITS, INC., a Florida corporation, P99000010389

INTO

WAKELY SOFTWARE, INC., a Florida entity, P99000010346.

File date: August 7, 2000

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 4, 2000

WAKELY SOFTWARE, INC.
801 W BAY DR, STE 300
LARGO, FL 33770-3264

SUBJECT: WAKELY SOFTWARE, INC.
REF: P99000010346

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000040965
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ARTICLES OF MERGER
OF
WAKELY BENEFITS, INC.
INTO
WAKELY SOFTWARE, INC.

FILED
00 AUG - 7 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Corporations, WAKELY BENEFITS, INC., a Florida Corporation, and WAKELY SOFTWARE, INC., a Florida Corporation, adopt the following Articles of Merger for the purpose of merging WAKELY BENEFITS, INC. into WAKELY SOFTWARE, INC.:

Plan of Merger

1. The Agreement of Merger and Plan of Reorganization ("Plan of Merger") setting forth the terms and conditions of the merger of WAKELY BENEFITS, INC. into WAKELY SOFTWARE, INC. is attached to these Articles as an Exhibit and incorporated herein by reference. WAKELY SOFTWARE, INC. shall be the Surviving Corporation.

Adoption of Plan

2. There are Five Hundred (500) shares of common stock, each of \$1.00 par value of WAKELY SOFTWARE, INC. issued and outstanding that were entitled to vote on the Plan of Merger. Five Hundred (500) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger, at a special meeting of the Shareholder of WAKELY SOFTWARE, INC. held effective August 3, 2000.

3. The Plan of Merger was approved by the Board of Directors of WAKELY SOFTWARE, INC. at a special meeting of the Board held effective August 3, 2000.

4. There are Five Hundred (500) shares of common stock, each of \$1.00 par value of WAKELY BENEFITS, INC. issued and outstanding that were entitled to vote on the Plan of Merger. Five Hundred (500) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger at a special meeting of the Shareholder of WAKELY BENEFITS, INC. held effective August 3, 2000.

5. The Plan of Merger was approved by the Board of Directors of WAKELY BENEFITS, INC. at a special meeting of the Board held effective August 3, 2000.

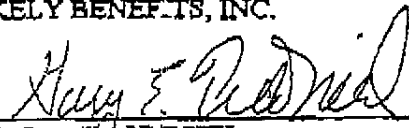
Effective Date

6. The Plan of Merger shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

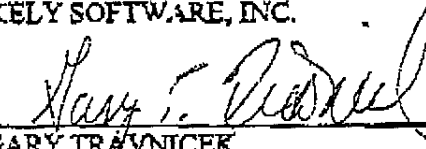
ALAN S. GASSMAN, ESQUIRE
ALAN S. GASSMAN, P.A.
1245 COURT STREET SUITE 102
CLEARWATER, FL 33756
(727) 442-1200

IN WITNESS WHEREOF, each of the undersigned Corporations has caused these Articles of Merger to be signed effective August 3, 2000.

WAKELY BENEFITS, INC.

By: 
GARY TRAVNICEK
Its: President

WAKELY SOFTWARE, INC.

By: 
GARY TRAVNICEK
Its: President

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ALAN S. GASSMAN, ESQUIRE
ALAN S. GASSMAN, P.A.
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar No. 371750

**AGREEMENT OF MERGER AND
PLAN OF REORGANIZATION
MERGING
WAKELY BENEFITS, INC.
INTO
WAKELY SOFTWARE, INC.**

THIS AGREEMENT of Merger and Plan of Reorganization is made effective August 3, 2000, by and between WAKELY BENEFITS, INC., a Florida Corporation (the "Merging Corporation"), and WAKELY SOFTWARE, INC., a Florida Corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida, located at 600 Cleveland Street, Suite 1000, Clearwater, FL 33755, Pinellas County, Florida, its Registered Agent being ALAN S. GASSMAN, whose address is 1245 Court Street, Suite 102, Clearwater, FL 33756; and

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Florida, located at 600 Cleveland Street, Suite 1000, Clearwater, FL 33755, Pinellas County, Florida, its Registered Agent being ALAN S. GASSMAN, whose address is 1245 Court Street, Suite 102, Clearwater, FL 33756; and

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 1,000 shares of common stock at \$1.00 par value; and

WHEREAS, the Merging Corporation is currently wholly owned by the same Shareholder who owns all of the stock of the Surviving Corporation; and

WHEREAS, the Director of the Constituent Corporations deems it advisable and to the advantage of the Corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below:

ARTICLE I

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The surviving Corporation shall be the Corporation

continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholder and in the same proportion as the stock of the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the Stockholder after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

ARTICLE III

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Corporations in the manner provided by the laws of the State of Florida for approval.

ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Chief Executive Officers who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

WAKELY BENEFITS, INC.

By: *[Signature]*
GARY TRAVNICEK, President

WAKELY SOFTWARE, INC.

By: *[Signature]*
GARY TRAVNICEK, President

This instrument was prepared by ALAN S. GASSMAN P.A., whose address is 1245 Court Street, Suite 102, Clearwater, Florida 33756.

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ALAN S. GASSMAN, ESQUIRE
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