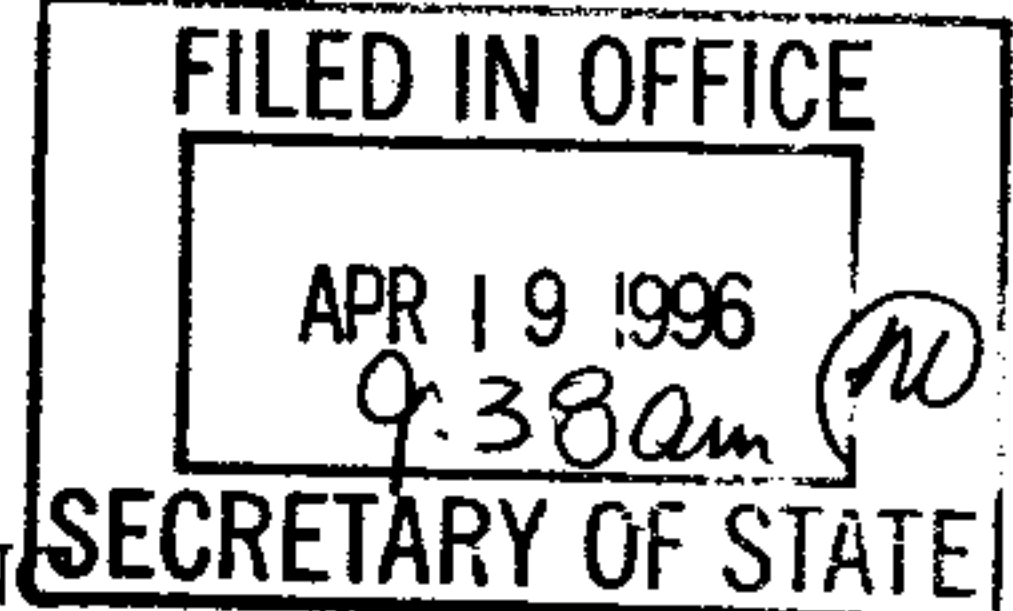


ARTICLES OF MERGER  
of  
MANAGEMENT ADMINISTRATION GROUP, INC.  
a Delaware Corporation  
and  
MANAGEMENT ADMINISTRATION GROUP, INC.  
an Alabama Corporation



Inst # 1996-13330


In accordance with the provisions of Sections 10-2B-11.05 and 10-2B-11.07 of the revised Alabama Business Corporation Act, Management Administration Group, Inc., a Delaware corporation, and Management Administration Group, Inc., an Alabama corporation, adopt the following Articles of Merger for the purpose of merging Management Administration Group, Inc., a Delaware corporation, into Management Administration Group, Inc., an Alabama corporation:

1. The law of the State of Delaware permits such merger.
2. The name of the surviving corporation is Management Administration Group, Inc., and it is to be governed by the laws of the State of Alabama.
3. The plan of merger approved by the corporations is as set forth in the Plan of Merger which is attached hereto as Schedule I and made a part hereof.
4. Management Administration Group, Inc., a Delaware corporation, has issued and outstanding 1000 shares of its common stock, \$1.00 par value, each of which was entitled to one vote with respect to the plan of merger. Management Administration Group, Inc., an Alabama corporation, has issued and outstanding 1,000 shares of its common stock, \$0.01 par value, each of which was entitled to one vote with respect to the plan of merger.
5. 1000 shares of the common stock of Management Administration Group, Inc., a Delaware corporation, were voted in favor of the said plan of merger and no shares of the common stock of said corporation were voted against said plan of merger. 1,000 shares of the common stock of Management Administration Group, Inc., an Alabama corporation, were voted in favor of the said plan of merger and no shares of the common stock of said corporation were voted against said plan of merger.
6. In accordance with Section 10-2B-11.05 of the revised Alabama Business Corporation Act, the Articles of Incorporation of Management Administration Group, Inc., an Alabama corporation, are filed with the Shelby County Judge of Probate.

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IN WITNESS WHEREOF, each of the corporations has duly caused these Articles of Merger to be executed by its duly authorized officers as of this 18<sup>th</sup> day of April, 1996.

MANAGEMENT ADMINISTRATION  
GROUP, INC.  
an Alabama Corporation

  
Joseph W. Hillin, Sr.  
Its President

## SCHEDULE I

### AGREEMENT AND PLAN OF MERGER

MANAGEMENT ADMINISTRATION GROUP, INC., a Delaware corporation ("MAG-DE"), and MANAGEMENT ADMINISTRATION GROUP, INC., an Alabama corporation ("MAG-AL"), agree as follows:

#### RECITALS

MAG-AL is a duly organized and incorporated Alabama corporation, and its authorized capital stock consists of 1,000 shares of common stock, \$0.01 par value (the "MAG-AL Stock"), 1,000 of which are issued and outstanding.

MAG-DE is a duly organized and incorporated Delaware corporation, and its authorized capital stock consists of 1,000 shares of common stock, \$1.00 par value (the "MAG-DE Stock"), 1,000 of which are issued and outstanding.

The respective boards of directors of MAG-AL and MAG-DE have approved the merger of MAG-DE with and into MAG-AL and deem the Merger to be in the best interest of their respective shareholders.

This Plan of Merger has been approved by Joseph W. Hillin, Sr. ("Hillin") as the sole shareholder of MAG-AL and MAG-DE.

#### THE MERGER

1. Surviving Corporation. At the Effective Time (as defined below), MAG-DE shall be merged with and into MAG-AL (sometimes referred to in this Plan of Merger as the "Surviving Corporation"), which shall continue to be governed by the laws of the state of Alabama under the name "Management Administration Group, Inc.", and the separate corporate existence of MAG-DE shall thereupon cease. The Merger shall be completed pursuant to and shall have the effect provided in the Delaware General Corporation Law, Section 251 et seq., and the Alabama Business Corporation Act, Section 10-2B-11.01 et seq. (the "BCA").

2. Articles of Incorporation. The Articles of Incorporation shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time of the Merger until amended or restated therein or by law provided.

3. Directors and Officers. The directors and officers of MAG-AL holding office immediately prior to the Effective Time shall become the directors and officers of the Surviving Corporation until their successors are duly elected and qualify in accordance with the BCA.



4. Manner and Basis for Converting Shares.

(a) At the Effective Time, the issued shares of capital stock of MAG-DE shall, automatically and without any action on the part of the respective holders thereof, convert into shares of stock of the Surviving Corporation as follows:

(i) Each outstanding share of the MAG-DE Stock shall be converted into one share of MAG-AL Stock, and the shares resulting from such conversion shall be the only issued and outstanding shares of the Surviving Corporation, all of which shall be held by Hillin.

5. Effective Time. MAG-DE will file with the Delaware Secretary of State a certificate of merger in accordance with Section 252(c) of the Delaware General Corporation Law and MAG-AL will file with the Alabama Secretary of State articles of merger in accordance with Section 10-2B-11.05 of the BCA. The Merger shall be effective on the date of the filing of the Articles of Merger with the Secretary of State of Alabama (the "Effective Time").

6. Effect of the Merger. After the Effective Time and pursuant to the BCA, the Surviving Corporation shall possess all rights, privileges, immunities, powers and purposes of each of MAG-DE and MAG-AL, all of the property, real and personal, including causes of action and every other asset of MAG-DE and MAG-AL shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of MAG-DE and MAG-AL. No liability or obligation due or to become due and no claim or demand for any cause existing against either MAG-DE or MAG-AL, or any shareholder, officer or director thereof, shall be released or impaired by the Merger and no proceeding, whether civil or criminal, then pending by or against MAG-DE or MAG-AL, or any shareholder, officer or director thereof, shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled or compromised as if the Merger had not occurred, or the Surviving Corporation may be substituted in any such action or proceeding in place of MAG-DE or MAG-AL.

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