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Oct. 26 2009 11:00am P1/2

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Contractors Employee Benefits Administration, Inc.

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Merger
W/Name Change
Correction page 12/27

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10/13/2009 12:48:18 PM PAGE 1/001 Fax Server

Oct. 21 2009 04:45PM P2/10



October 13, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations
CONTRACTORS EMPLOYEE BENEFITS ADMINISTRATION, INC.
6300 BRIDGEPOINT PKWY
BLDG 3 STE 400
AUSTIN, TX 78730US

SUBJECT: CONTRACTORS EMPLOYEE BENEFITS ADMINISTRATION, INC.
REF: F08000003727

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A CERTIFICATE EVIDENCING THE AMENDMENT (NAME CHANGE) MUST BE SUBMITTED WITH THE MERGER. THE CERTIFICATE SHOULD BE AUTHENTICATED AS OF A DATE NOT MORE THAN 90 DAYS PRIOR TO DELIVERY OF THE MERGER TO THE DEPARTMENT OF STATE BY THE SECRETARY OF STATE OR OTHER OFFICIAL HAVING CUSTODY OF CORPORATE RECORDS IN THE JURISDICTION UNDER THE LAWS OF WHICH IT IS INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

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ARTICLES OF MERGER

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:

Name	Jurisdiction	Document Number
Contractors Employee Benefits Administration, Inc.	Delaware	F08000003727

Second: The name and jurisdiction of the merging corporation:

Name	Jurisdiction	Document Number
Foundation Benefits Administrators, Inc.	Florida	P97000047082

Third: The Agreement and Plan of Merger is attached as Exhibit A.

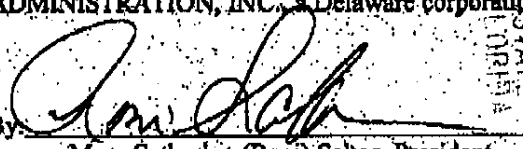
Fourth: The merger shall become effective on January 1, 2010.

Fifth: The Agreement and Plan of Merger was adopted by the sole shareholder of the surviving corporation on October 12, 2009.

Sixth: The Agreement and Plan of Merger was adopted by the sole shareholder of the merging corporation on October 12, 2009.

EXECUTED the 12th day of October, 2009.

CONTRACTORS EMPLOYEE BENEFITS
ADMINISTRATION, INC., a Delaware corporation

By: 

Mary Catherine (Reni) Sakos, President

FOUNDATION BENEFITS ADMINISTRATORS,
INC., a Florida corporation

By: 

Mary Catherine (Reni) Sakos, CEO

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FAX NO. :8502160460

Oct. 21 2009 04:46PM P4/10

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER

[See attached]

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") is executed this 12th day of October, 2009, to be effective as of the Effective Date (as defined below), by and between Foundation Benefits Administrators, Inc., a Florida corporation ("FBA"), and Contractors Employee Benefits Administration, Inc., a Delaware corporation ("CEBA"); said corporations being sometimes collectively referred to as the "Constituent Corporations."

RECITALS:

FBA is a corporation duly organized and existing under the laws of the State of Florida with an authorized capitalization consisting of 10,000 shares of Common Stock, no par value per share, all of which are issued and outstanding (the "FBA Stock").

CEBA is a corporation duly organized and existing under the laws of the State of Delaware with an authorized capitalization consisting of 5,000 shares of common stock, \$0.01 per value per share, all of which are issued and outstanding (the "CEBA Stock").

The respective Boards of Directors of CEBA and FBA have determined that it is advisable that FBA be merged with and into CEBA on the terms and conditions hereinafter set forth (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, it is agreed that, in accordance with the applicable statutes of the States of Delaware and Florida, FBA will be, as of the Effective Date (defined hereafter), merged with and into CEBA, with CEBA to be the surviving corporation governed under the laws of the State of Delaware, and that the terms and conditions of such Merger, the mode of carrying it into effect, and the manner of converting shares will be as follows:

**ARTICLE I
MERGER**

On the Effective Date, FBA will be merged with and into CEBA, the separate existence of FBA will cease, and CEBA will be the surviving corporation governed under the laws of the State of Delaware (the "Surviving Corporation"), and such Merger will in all respects have the effect provided for in Section 607.1106 of the Florida Business Corporation Act and Section 259 of the Delaware General Corporation Law.

Prior to and from and after the Effective Date, the Constituent Corporations will take all such action as will be necessary or appropriate to effectuate the Merger. If at any time after the Effective Date, FBA or CEBA are advised that any further assignments, conveyances, or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of FBA and CEBA will execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

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ARTICLE II TERMS OF MERGER

On the Effective Date:

(a) Effect of Merger. The separate existence of FBA shall cease and FBA shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall succeed to, without further act or deed, and without any transfer or assignment having occurred, and shall possess all the rights, privileges, powers and franchises, whether of a public or of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to each of the Constituent Corporations on whatever account, whether for ownership subscriptions or for any other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest of the Constituent Corporations shall be thereafter the property of the Surviving Corporation; and the title to any real estate vested by deed or otherwise in each of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, provided, that all rights of creditors and all liens upon any property of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities and duties of each of the Constituent Corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(b) Certificate of Formation. The Certificate of Incorporation of CEBA shall be the Certificate of Incorporation of the Surviving Corporation with an amendment to Article First to change the name of the Surviving Corporation to "Boon Administrative Services, Inc.", until the same shall be further altered, amended or repealed in accordance with law, the Certificate of Incorporation and the Bylaws of the Surviving Corporation.

(c) Bylaws. The Bylaws of CEBA shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with law, the Certificate of Incorporation or said Bylaws of the Surviving Corporation.

(d) Conversion of Stock. The FBA Stock issued and outstanding immediately prior to the Effective Date will automatically be canceled without any consideration being exchanged therefor. Each share of CEBA Stock issued and outstanding immediately prior to the Effective Date will remain an identical issued and outstanding share of the Surviving Corporation.

(e) Directors. The directors of the Surviving Corporation (who shall hold their respective positions subject to the provisions of the Certificate of Incorporation and Bylaws of the Surviving Corporation from the Effective Date until their successors are elected and qualified) shall be the directors of CEBA immediately prior to the Effective Date.

(f) Officers. The officers of the Surviving Corporation (who shall hold their respective offices subject to the provisions of the Bylaws of the Surviving Corporation from the

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Effective Date until their successors are elected and qualified) shall be the officers of CEBA in office immediately prior to the Effective Date.

(g) Vacancies. If, on the Effective Date, a vacancy exists in the Board of Directors or in any of the offices of the Surviving Corporation, such vacancy may be filled in the manner provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation.

(h) Employees. The employees, if any, of FBA immediately prior to the Effective Date shall become, commencing upon the Effective Date, employees of the Surviving Corporation, entitled to benefits substantially equivalent to those which they enjoyed as employees of FBA.

(i) Books and Records. The assets, liabilities, reserves and accounts of the Constituent Corporations shall be taken up on the books of the Surviving Corporation at the amounts at which they are then carried on the respective books of the Constituent Corporations, subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the Merger.

(j) Plans and Policies. All corporate acts, plans, policies, approvals, obligations and authorizations of FBA, and its shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals, obligations and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to FBA.

(k) Contracts. All right, title and interest in and to all outstanding contracts and agreements entered into by the Constituent Corporations and in effect on the Effective Date shall vest in the Surviving Corporation, without further act or deed, and without transfer or assignment having occurred; provided, however, that if any contracts or agreements of the Constituent Corporations cannot be transferred by their terms or because of the inability to obtain a required consent, the proper officers or authorized agents of the Constituent Corporations will use their best efforts to provide the Surviving Corporation with the economic and other benefits accruing under such contracts or agreements.

ARTICLE III STOCK CERTIFICATES

After the Effective Date, each holder of an outstanding certificate or certificates theretofore representing shares of FBA Stock may surrender the same to CEBA for cancellation.

ARTICLE IV STOCKHOLDER APPROVAL; EFFECTIVENESS OF MERGER

This Plan will be submitted to the stockholders of FBA and CEBA as provided by the applicable laws of the States of Delaware and Florida. If this Plan is duly authorized and adopted by the requisite votes of such stockholders and is not terminated and abandoned pursuant to the provisions of Article V, then at such time as the proper officers of CEBA shall deem proper, Articles of Merger shall promptly be executed and filed in accordance with the

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laws of the State of Florida, and a Certificate of Merger shall promptly be executed and filed in accordance with the laws of the State of Delaware. The Merger will become effective on January 1, 2010 (the "Effective Date").

ARTICLE V TERMINATION

At any time prior to the time of filing of the Articles of Merger with the Florida Secretary of State and the Certificate of Merger with the Delaware Secretary of State, the Boards of Directors of FBA or CEBA may terminate and abandon this Plan for any reason deemed appropriate by such Board of Directors, notwithstanding favorable action on the Merger by the stockholders and/or Boards of Directors of FBA and CEBA.

ARTICLE VI AMENDMENT

To the extent permitted by law, this Plan may be amended, supplemented or interpreted at any time by action taken by the Boards of Directors of FBA or CEBA, and in the case of an interpretation, the actions of such Boards of Directors shall be binding; provided, however, that paragraphs (b) and (d) of Article II of this Plan may not be amended after the approval by the stockholders of FBA and CEBA of this Plan, except by the vote of the stockholders of FBA and CEBA required for adoption of this Plan.

ARTICLE VII MISCELLANEOUS

This Plan may be executed in multiple counterparts, each of which when so executed will be deemed to be an original, and such counterparts will together constitute but one and the same instrument.

* * * * *

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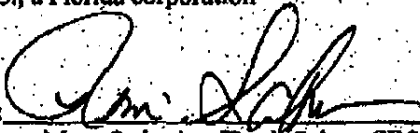
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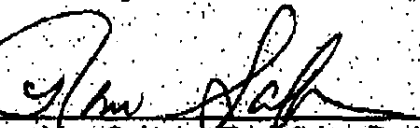
EXECUTED as of the date first above written.

FOUNDATION BENEFITS ADMINISTRATORS,
INC., a Florida corporation

By: 

Mary Catherine (Reni) Sakos, CEO

CONTRACTORS EMPLOYEE BENEFITS
ADMINISTRATION, INC.,
a Delaware corporation

By: 

Mary Catherine (Reni) Sakos, President

AGREEMENT AND PLAN OF MERGER

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"FOUNDATION BENEFITS ADMINISTRATORS, INC.", A FLORIDA CORPORATION,

WITH AND INTO "CONTRACTORS EMPLOYEE BENEFITS ADMINISTRATION, INC." UNDER THE NAME OF "BOON ADMINISTRATIVE SERVICES, INC", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF OCTOBER, A.D. 2009, AT 2:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2010.

3201412 8330

090934534

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7582597

DATE: 10-14-09

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