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State of Idaho

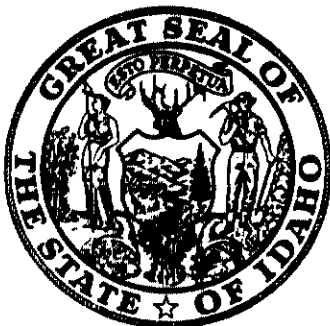
Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of PROFESSIONAL SOFTWARE SYSTEMS, INC., an Idaho corporation into AMS SERVICES, INC., a Delaware corporation, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: December 31, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shay J. Clark*

ARTICLES OF MERGER

OF

DEC 29 3 48 PM '92
SECRETARY OF STATE
DEC 30 12 17 PM '92
SECRETARY OF STATE

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BOARD SECRETARY OF STATE

Professional Software Systems, Inc.
an Idaho corporation

INTO

AMS Services, Inc.
a Delaware corporation

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned hereby certify:

FIRST: That the following Plan of Merger has been duly approved by the Board of Directors of the parent corporation:

(A) The name of the subsidiary corporation, which is organized under the laws of the State of Idaho, is Professional Software Systems, Inc. and the name of the parent corporation, which is organized under the laws of the State of Delaware, and which is the surviving corporation, is AMS Services, Inc.;

(B) The terms and conditions of the proposed merger are as follows:

(i) Professional Software Systems, Inc., is a corporation incorporated in the State of Idaho on the 18th day of August, 1986, pursuant to the Idaho Business Corporation Act (the "Subsidiary Corporation");

(ii) AMS Services, Inc., a corporation incorporated on the 15th day of July 1987, pursuant to the General Corporation Law of the State of Delaware, owns 100% of the outstanding shares of the Subsidiary Corporation (the "Surviving Corporation");

(iii) That pursuant to the General Corporation Law of the State of Delaware and the Idaho Business Corporation Act, the merger of the Subsidiary Corporation with and into the Surviving Corporation shall become effective on December 31, 1992; and

(iv) That upon the effectiveness of the merger of the Subsidiary Corporation with and into the Surviving Corporation, the issued shares of the Subsidiary Corporation shall be cancelled and no cash or shares or other securities or obligations will be distributed or issued upon said cancellation of the issued shares of the Subsidiary Corporation.

SECOND: That the designation and number of outstanding shares of each class of the Subsidiary Corporation and the number of such shares of each class owned by the Surviving Corporation, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Parent Corporation</u>
Professional Software Systems, Inc.	1,160	Common	1,160

THIRD: That the Surviving Corporation is the sole shareholder of the Subsidiary Corporation and has waived, in writing, its right to receive a copy of the Plan of Merger.

FOURTH: That the Surviving Corporation (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of any participating domestic corporation previously subject to suit in Idaho and for the enforcement, as provided in the Idaho Business Corporation Act, of

the rights of a dissenting shareholder of any participating domestic corporation against the parent corporation; (b) the Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is; (c) the surviving corporation agrees, further, that subject to the provisions of the Idaho Business Corporation Act, it will promptly pay to the dissenting shareholders of each participating domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Business Corporation Act relating to the rights of dissenting shareholders.


received with process to the State of Idaho in and to be processed for

IN WITNESS WHEREOF, this Certificate has been signed this
18th day of December, 1994

PROFESSIONAL SOFTWARE SYSTEMS,
INC.



David W. Wroe, President



Michael Testa, Secretary

DEC 29 3 48 PM '92
SECRETARY OF STATE

WAIVER OF RECEIPT

WHEREAS, the Board of Directors of AMS Services, Inc., a Delaware corporation (the "Corporation"), approved the plan of merger of Professional Software Systems, Inc., an Idaho corporation and wholly-owned subsidiary of the Corporation (the "Subsidiary"), with and into the Corporation (the "Plan of Merger"); and

WHEREAS, pursuant to Section 30-1-75 of the Idaho Business Corporation Act, the Subsidiary is required to mail a copy of the Plan of Merger to the shareholders of the Subsidiary; and

WHEREAS, the undersigned is the sole shareholder of the Subsidiary.

The undersigned hereby executes this Waiver of Receipt of the Plan of Merger as of the 18th day of December, 1992.

AMS SERVICES, INC.

By: William C. Atkinson
William C. Atkinson,
Executive Vice President

VERIFICATION

DEC 31 12 08 PM '92
SECRETARY OF STATE

STATE OF Illinois)
) SS
COUNTY OF Cook)

I Angela Piccirilli, a notary public, do hereby certify
that on this 18th day of December, 1992, personally
appeared before me David W. Wroe who, being by me first
duly sworn, declared that he is the president of _____
Professional Software Systems, Inc., that he signed the foregoing
document as president of the corporation, and that the
statements therein contained are true.

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"OFFICIAL SEAL"  
Angela L. Piccirilli  
Notary Public, State of Illinois  
My Commission Expires 6/5/96  
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Angela L. Piccirilli
Notary Public for Illinois
18340 Burnham Avenue
Residing at: Lansing, IL 60438
My commission expires: 6/5/96