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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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11 MAR -4 PM 4:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
2011 MAR -4 PM 4:15

DR
3/4/11

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 03/04/2011

REF. #: 002204.143952

CORP. NAME: TRUEVANCE MANAGEMENT, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 538787 **FOR \$** 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF MERGER
Of
TRUEVANCE MERGER SUB, INC.
(A FLORIDA CORPORATION)

FILED

2011 MAR -4 PM 4:15

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

With and Into
TRUEVANCE MANAGEMENT, INC.
(A FLORIDA CORPORATION)

These Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

1. A Plan of Merger (the "Plan of Merger") made by Truevance Merger Sub, Inc., a Florida corporation ("Terminating Corporation") and Truevance Management, Inc., a Florida corporation ("Surviving Corporation") is attached hereto as Exhibit A.
2. The Plan of Merger was approved and adopted by the shareholders of the Surviving Corporation on March 4, 2011.
3. The Plan of Merger was approved and adopted by the shareholders of the Terminating Corporation on March 4, 2011.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

(Signature Page to Follow)

TRUEVANCE MANAGEMENT, INC.

By: _____

Name: W. Craig Baker

Title: Secretary

TRUEVANCE MERGER SUB, INC.

By: _____

Name: W. Craig Baker

Title: Secretary

EXHIBIT A
PLAN OF MERGER

See attached.

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") was approved by Truevance Merger Sub, Inc., a Florida corporation ("Terminating Corporation"), by written consent adopted by its sole shareholder and sole director on March 4, 2011, and Truevance Management, Inc., a Florida corporation and wholly owned subsidiary of Terminating Corporation ("Surviving Corporation"), by written consent adopted by its sole shareholder and sole director on March 4, 2011.

1. The Merger. Terminating Corporation shall, in accordance with the Florida Business Corporation Act (the "Act"), be merged with and into Surviving Corporation (the "Merger") effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Time"). After the Effective Time, the Surviving Corporation will continue to exist pursuant to the provisions of the Act, and the separate existence of Terminating Corporation shall cease to exist in accordance with the provisions of the Act.

2. Articles of Incorporation. At the Effective Time, the Articles of Restatement attached hereto as Exhibit A shall be filed with the Florida Secretary of State, and the Amended and Restated Articles of Incorporation included therein shall become the Articles of Incorporation of the Surviving Corporation.

3. Bylaws. The bylaws of the Terminating Corporation, in force and effect at the Effective Time, shall become the bylaws of the Surviving Corporation at the Effective Time and shall continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the Act.

4. Officers and Directors. The officers and directors of the Terminating Corporation, in place at the Effective Time, shall, without any further action by the shareholders or the board of directors of the Surviving Corporation, be appointed as and immediately become the officers and directors of the Surviving Corporation upon the Effective Time.

5. Name of the Surviving Corporation. The name of the Surviving Corporation in effect at the Effective Time shall survive and continue to be the name of the Surviving Corporation after the Effective Time.

6. Merger Consideration. At the Effective Time, each share of common stock of the Terminating Corporation issued and outstanding immediately prior to the Effective Time, automatically and without any action by the holder thereof, shall be converted into one (1) share of common stock of the Surviving Corporation. No fractional share interests of the Surviving Corporation's common stock shall be issued. In lieu thereof, any fractional share interests to which a holder would otherwise be entitled shall be rounded up to the next whole integer. Additionally, each option to purchase a share of common stock of the Terminating Corporation issued and outstanding immediately prior to the Effective Time, automatically and without any action by the holder thereof, shall be converted into an option to purchase the same number of shares of common stock of the Surviving Corporation.

7. Surviving Corporation Stock. Upon the Effective Time, each share of stock of the Surviving Corporation outstanding immediately prior to the Effective Time shall be cancelled without payment of consideration or any action by the Surviving Corporation, the holder of such shares or any other person.

8. Approval. This Plan of Merger has been approved by the sole shareholder and sole director of Terminating Corporation by written resolution in the manner prescribed by the Act. This Plan of Merger has been approved by the sole shareholder and sole director of Surviving Corporation by written resolution in the manner prescribed by the Act.

9. Filing. Terminating Corporation and Surviving Corporation hereby stipulate that each will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

10. Termination. This Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Date, whether before or after approval and adoption of this Plan of Merger, by written consent of each party to this Plan of Merger.

11. Amendments; No Waivers.

(i) Any provision of this Plan of Merger may be amended or waived prior to the Effective Date if, but only if, such amendment or waiver is in writing and is signed, in the case of an amendment, by each party to this Plan of Merger or, in the case of a waiver, by each party against whom the waiver is to be effective.

(ii) No failure or delay by any party in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any right or remedies provided by law.

12. Authorization. The directors and the proper officers of Terminating Corporation and Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger provided for herein.

13. Further Action. If, at any time after the Effective Time, any further action is determined by the Surviving Corporation to be necessary or desirable to carry out the purposes of this Plan of Merger and any agreements related thereto or to vest the Surviving Corporation with full right, title and possession of and to all rights and property of Terminating Corporation and Surviving Corporation, the officers and directors of the Surviving Corporation shall be fully authorized (in the name of Surviving Corporation, in the name of the Terminating Corporation or otherwise) to take such action.

[Signatures on Next Page]

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first above written.

SURVIVING CORPORATION:

TRUEVANCE MANAGEMENT, INC.,
a Florida corporation

By: _____

W. Craig Baker, Secretary

TERMINATING CORPORATION:

TRUEVANCE MERGER SUB, INC.,
a Florida corporation

By: _____

W. Craig Baker, Secretary

Exhibit A
**ARTICLES OF RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
TRUEVANCE MANAGEMENT, INC.**

Truevance Management, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is Truevance Management, Inc.
2. Pursuant to Section 607.1007 of the Florida Statutes, these Articles of Restatement amend and restate the Articles of Incorporation of Truevance Management, Inc (the "Articles of Incorporation"). These Articles of Restatement contain amendments to the Articles of Incorporation requiring shareholder approval (the "Amendments"). The Amendments were duly adopted by the directors and approved by the shareholders of Truevance Management, Inc. in accordance with the provisions of Section 607.1003 of the Florida Statutes on March 4, 2011.
3. The Articles of Incorporation of Truevance Management, Inc. are hereby amended and restated to read in their entirety as follows:

**"AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRUEVANCE MANAGEMENT, INC.**

Article I: The name of the corporation shall be Truevance Management, Inc.

Article II: The principal place of business and mailing address of this corporation shall be 7666 Blanding Boulevard, Jacksonville, Florida 32244.

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000, all of which are without par value and classified as common shares.

Article IV: The name and address of the initial registered agent is NRAI Services, Inc., 515 East Park Avenue, Tallahassee, Florida 32301.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Statutes, is set forth following the signature of the undersigned and is made a part hereof.

Article V: The name and street address of the initial incorporator is:

NAME

ADDRESS

James W. True

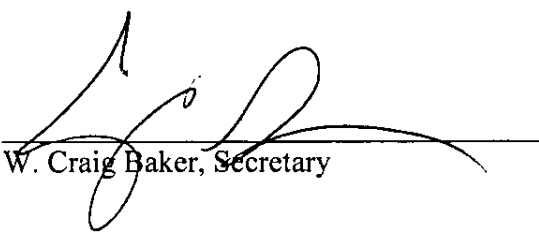
P.O. Box 440879
Jacksonville, FL 32202-0879

Article VI: The period of duration of the corporation is perpetual.

Article VII: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by such person in connection with any action, suit or other proceeding in which such person may be involved or with which such person may be threatened, or other matters referred to in or covered by said provisions both as to action in such person's official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

[signature on the following page]

The undersigned officer has executed these Amended and Restated Articles of Incorporation this 4th day of March, 2011.



W. Craig Baker, Secretary

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI SERVICES, INC.

By: Katie Womack, Asst. Sec.

Date: March 4, 2011