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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

EFFECTIVE DATE

Jan 1, 2011

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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**MERGER OR SHARE EXCHANGE
TPUSA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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M. J. [Signature]
12/27/10

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ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE

Jan 1, 2011

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>TPUSA, Inc.</u>	<u>Delaware</u>	<u>N/A</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Answer Group, Inc.</u>	<u>Florida</u>	<u>P94000029375</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 1 / 1 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/22/10 and shareholder approval was not required.

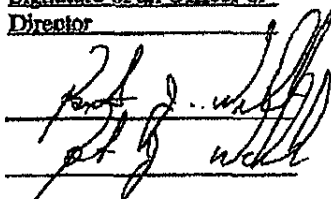
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/22/10.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleTPUSA, Inc.Brent Welch, Chief Executive OfficerThe Answer Group, Inc.Brent Welch, Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

(Merger of subsidiary corporations)

The following plan of merger is submitted in compliance with section 507.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation listed below:

<u>Name</u>	<u>Jurisdiction</u>
<u>TPUSA, Inc.</u>	<u>Delaware</u>

The name and jurisdiction of the **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Answer Group, Inc.</u>	<u>Florida</u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the effective time, by virtue of the merger and without any further action on the part of TPUSA, Inc. ("TPUSA"), The Answer Group, Inc. or any of their respective shareholders:

- (a) All 100 shares of The Answer Group, Inc.'s Series A Common Stock, par value \$0.01 per share then held by TPUSA shall be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor; and
- (b) All 900 shares of The Answer Group, Inc.'s Series B Common Stock, par value \$0.01 per share then held by TPUSA shall be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.