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Division of Corporations

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Florida Department of State  
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**MERGER OR SHARE EXCHANGE**

**Trainright Solutions Acquisition, LLC**

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*[Signature]*

**ARTICLES OF MERGER  
OF  
TRAINRIGHT SOLUTIONS, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY,  
WITH AND INTO  
TRAINRIGHT SOLUTIONS ACQUISITION, LLC,  
A KENTUCKY LIMITED LIABILITY COMPANY**

002-20488

It is hereby certified that:

1. The constituent business entities participating in the merger herein are:

(i) Trainright Solutions, LLC ("Trainright-FL"), a Florida limited liability company, FEIN: 42-1553700, Florida Document No. L02000020488, 3220 Office Pointe Place, Suite 200, Louisville, KY 40220, which is organized under the laws of the State of Florida, and qualified to do business pursuant to that certain Certificate of Qualification filed in the Kentucky Secretary of State's office on April 6, 2005, and

(ii) Trainright Solutions Acquisition LLC ("Trainright-KY"), a Kentucky limited liability company, FEIN: 20-2984422, 3220 Office Pointe Place, Suite 200, Louisville, KY 40220, which is organized under the laws of the Commonwealth of Kentucky.

2. A Plan of Merger, attached hereto as Annex A, has been approved, adopted, certified and executed and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of Chapter 608.438, Florida Statutes, and KRS 275.350, to wit, by Trainright-FL and Trainright-KY.

3. The name of the surviving limited liability company in the merger herein certified is Trainright Solutions Acquisition LLC, a Kentucky limited liability company, which will continue its existence as said surviving limited liability company under the name of Trainright Solutions, LLC upon the effective date of filing of said merger with the Secretary of State of the Commonwealth of Kentucky pursuant to the provisions of KRS Chapter 275.360.

4. The Articles of Organization of Trainright-KY, a Kentucky limited liability company, as now in force and effect, shall continue to be the Articles of Organization of said surviving limited liability company, until amended and changed pursuant to the provisions of KRS Chapter 275.360.

5. Trainright-KY hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting member of the limited liability company, if any, that is a party to the merger, in the State of Florida.

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6. Trainright-KY agrees to pay the dissenting members of Trainright-FL the amount, if any, to which they are entitled to under Section 608.4384, Florida Statutes, and under the terms of said company's operating agreement.

7. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Organization and/or Operating Agreements of Trainright-KY or Trainright-FL.

8. The executed Plan of Merger between the aforesaid constituent business entities is on file at the principal place of business of the aforesaid surviving limited liability company, the address of which is as follows:

3220 Office Pointe Place, Suite 200  
Louisville, KY 40220

9. A copy of the aforesaid Plan of Merger will be furnished by the aforesaid surviving limited liability company, on request, and without cost, or any member of the respective limited liability companies.

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Executed this 29 day of April, 2005.

TRAINRIGHT SOLUTIONS, LLC  
a Florida limited liability company

By: William E. Brom  
William E. Brom, Manager

TRAINRIGHT SOLUTIONS ACQUISITION LLC  
a Kentucky limited liability company

By: William E. Brom  
William E. Brom, Manager

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**ANNEX A**

**Plan of Merger (Attached)**

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### PLAN OF MERGER

Pursuant to KRS 275.355 and Chapter 608.438 of the Florida Statutes, this is a Plan of Merger dated April 29, 2005, between Trainright Solutions, LLC ("Trainright-FL"), a Florida limited liability company, and Trainright Solutions Acquisition LLC ("Trainright-KY"), a Kentucky limited liability company.

1. The name of the Florida limited liability company that will merge with and into Trainright-KY is Trainright Solutions, LLC. The name of the Kentucky limited liability company that will be the surviving entity in the merger is Trainright Solutions Acquisition LLC.

2. The effective date of the Merger (the "Effective Time") will be the date on which the Articles of Merger are filed with the Kentucky Secretary of State.

3. At the Effective Time, ~~ipso facto~~, and without any action on the part of the holder thereof, the membership interests of the members of Trainright-FL will be canceled and the membership interests of the members of Trainright-KY will remain issued and outstanding as the membership interests of the surviving entity in the merger and shall equal the proportioned membership interest of Trainright-FL immediately prior to the Effective Time.

4. Article 1 of Trainright-KY's Articles of Organization will be amended to read in its entirety as follows:

"1. The name of the limited liability company (the "Company") shall be Trainright Solutions, LLC."

5. This Plan of Merger and name change amendment of the Company's Articles of Organization was adopted by the Company's manager and members in accordance with the Company's Articles of Organization and Operating Agreement.

6. The Operating Agreement of Trainright-FL shall be the operating agreement of the surviving entity in the merger.

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KENTUCKY

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

TRAINRIGHT SOLUTIONS, LLC  
a Florida limited liability company

By: William E. Brom  
William E. Brom, Manager and Member  
33220 Office Point Place, Suite 200  
Louisville, KY 403220

By: Merry-Kay Poe  
Merry-Kay Poe, Member  
33220 Office Point Place, Suite 200  
Louisville, KY 403220

TRAINRIGHT SOLUTIONS ACQUISITION LLC,  
a Kentucky limited liability company

By: William E. Brom  
William E. Brom, Manager and Member  
33220 Office Point Place, Suite 200  
Louisville, KY 403220

By: Merry-Kay Poe  
Merry-Kay Poe, Member  
33220 Office Point Place, Suite 200  
Louisville, KY 403220

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