

**L030000010290**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

245-6030

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

10 JAN 13 PM 2:44

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

Email Address: \_\_\_\_\_

### MERGER OR SHARE EXCHANGE

Sitel International LLC

Certificate of Status	0
Certified Copy	1
Page Count	089
Estimated Charge	\$58.75

\* 80.00

Attn: Brenda Tadlock

Needs filing  
date of  
1/13/10

Theresa Webb (Noah's)  
B. Tadlock

JAN 19 2010

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Division of Corporations  
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PAGE(S)  
RESULT  
MODE

TIME : 01/13/2010 16:18  
NAME :  
FAX :  
TEL :  
SER.# : BROK7J716814

TRANSMISSION VERIFICATION REPORT

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Sitel International LLC  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Dixie Pepper Carrigan

Contact Person

Sitel Worldwide Corporation

Firm/Company

Two American Center, 3102 West End Ave, Ste 1000

Address

Nashville, TN 37203

City, State and Zip Code

Dixie.Carrigan@Sitel.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dixie Pepper Carrigan

Name of Contact Person

at ( 615 )

Area Code and Daytime Telephone Number

301-7257



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

10 JAN 13 PM 2:46

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

LO3-10290

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Service Zone International, LLC	Florida	limited liability company
SR Stel International LLC	Delaware	limited liability company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Stel International LLC	Delaware	limited liability company

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Two American Center

3102 West End Avenue, Suite 1000

Nashville, TN 37203

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Two American Center

3102 West End Avenue, Suite 1000

Nashville, TN 37203

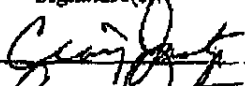

Mailing address: Two American Center

3102 West End Avenue, Suite 1000

Nashville, TN 37203

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
Service Zone International, LLC		Craig Jantzi
Sitel International LLC		Craig Jantzi

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b>	
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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10 JAN 13 PM 2:44

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Service Zone International, LLC	Florida	limited liability company
Sitel International LLC	Delaware	limited liability company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Sitel International LLC	Delaware	limited liability company

**THIRD:** The terms and conditions of the merger are as follows:

1. At the effective time of the merger the membership units of Service Zone International, LLC will be cancelled, and the membership interests of Sitel International LLC will remain unchanged.
2. The members of Sitel International LLC will be the members of the surviving entity.
3. The Certificate of Formation of Sitel International LLC will be the Certificate of Formation for the surviving entity.
4. The Operating Agreement of Sitel International LLC will be the Operating Agreement of the surviving entity.

(Attach additional sheet if necessary)

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

At the effective time of the merger the membership units of Service Zone

International, LLC will be cancelled and the membership interests of Sital

International LLC will remain unchanged.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no rights to acquire the interests, shares, obligations or other securities  
of either merged party.

*(Attach additional sheet if necessary)*



**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

There are no statements that are required by the laws under which each other business entity is formed, organized, or incorporated.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

*(Attach additional sheet if necessary)*