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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

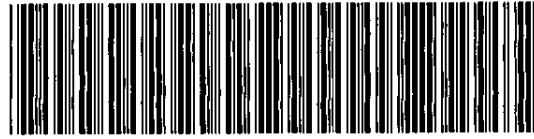
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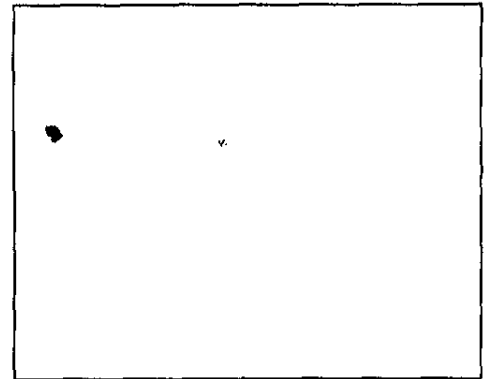
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ENTITY NAME:

ACCESS DIRECT TELEMARKETING, LLC
SURVIVOR: PRC, LLC

EFFECTIVE DATE 12/31/2011
11 DEC 28 AM 8 34
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CK# 3794 FOR \$210.00 (\$50.00 for this filing)

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

- CERTIFIED COPY
- STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

EFFECTIVE DATE 12/31/2011

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 DEC 28 AM 8:34

**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PRC, LLC	Florida	LLC
Access Direct Telemarketing, LLC	Iowa	LLC

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>
PRC, LLC	Florida	LLC

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:

December 31, 2011

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:

N/A

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 entitles 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: c/o Alorica Inc.

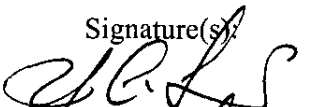
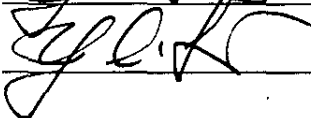
14726 Ramona Ave., 3rd Fl.

Chino, CA 91710

Mailing address: (Same as above)

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:
PRC, LLC		Alorica Inc., Sole Member By: Y.C. Liu, Its President
Access Direct Telemarketing, LLC		PRC, LLC, Sole Member By: Alorica Inc., Its Sole Member By: J.Y.C. Liu, Its President

- | | |
|-----------------------------------|--|
| Corporations: | Chairman, Vice Chairman, President or Officer
<i>(If no directors selected, signature of incorporator.)</i> |
| 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 |

<u>Fees:</u> 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

Certified Copy (optional): \$30.00

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>
PRC, LLC	Florida	LLC
Access Direct Telemarketing, LLC	Iowa	LLC

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>
PRC, LLC	Florida	LLC

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

Access Direct Telemarketing, LLC (the "Disappearing Entity") shall be merged with and into PRC, LLC (the "Surviving Party"). Following the Merger, the Surviving Party shall continue as the surviving entity and shall continue its existence under the laws of the State of Florida, and the separate existence of the Disappearing Entity under the laws of the State of Iowa shall cease.

(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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

At the Effective Date, each then outstanding limited liability company membership interest of the Disappearing Entity shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and extinguished and shall cease to exist.

(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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(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:

N/A

(Attach additional sheet if necessary)

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

None.

(Attach additional sheet if necessary)