

L39264

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
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File 201! This Merger needs to be filed after the merger under fax audit # H110000855063.

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MERGER OR SHARE EXCHANGE
TROW GLOBAL U.S. INC.

Certificate of Status	0
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April 4, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

X-NTH, INC.
2601 WESTHALL LANE
MAITLAND, FL 32751

SUBJECT: X-NTH, INC.
REF: L39264

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

AGAIN, INA PARENT-SUB MERGER, WE NEED TO KNOW WHO THE PARENT IS AND WHO THE SUB IS AND THE PERTCENTAGER OF OWNERSHIP.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

FAX Aud. #: H11000085512
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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER
FOR
FLORIDA PROFIT CORPORATION

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, jurisdiction, and document number of the parent corporation, which shall be the subsidiary corporation, owning 100% of the outstanding shares of the subsidiary corporation are as follows:

Name of Entity	Jurisdiction	File Number
Trow Global U.S. Inc.	Delaware	4748741

SECOND: The name, jurisdiction, and document number of the subsidiary corporation, which shall be the merging corporation, are as follows:

Name of Entity	Jurisdiction	Document Number
X-nth, Inc.	Florida	L39264

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective at 4:30 p.m. (Eastern Standard Time) on April 1, 2011.

FIFTH: The Plan of Merger was adopted by the board of directors of the parent corporation on April 1, 2011, and in accordance with Section 607.1104 of the Florida Statutes, approval was not required by the shareholders of the parent corporation, the board of directors of the subsidiary corporation, or the shareholders of the subsidiary corporation.

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute these Articles of Merger on April 1, 2011.

TROW GLOBAL U.S. INC.

By: [Signature]
Name: David Kleiman
Title: Secretary

X-NTH, INC.

By: [Signature]
Name: David Kleiman
Title: Secretary

FILED
APR 1 10 41 PM '11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EXHIBIT A

PLAN OF MERGER

X-NTH, INC.,
a Florida corporation

with and into

TROW GLOBAL U.S. INC.,
a Delaware corporation

This Plan of Merger (this "Plan") is entered into by X-nth, Inc., a Florida corporation (the "Merged Corporation"), and Trow Global U.S. Inc., a Delaware corporation (the "Surviving Corporation"), on April 1, 2011. X-nth and Trow are hereinafter collectively called the "Merging Entities."

WITNESSETH:

WHEREAS, the Surviving Corporation owns 100% of the outstanding shares of the Merged Corporation, and the Merging Entities desire to merge, following which the Surviving Corporation shall be the surviving entity (the "Merger");

WHEREAS, Section 607.1107 of the Florida Statutes permits the merger of the Merging Entities in the manner provided in this Plan; and

WHEREAS, the board of directors of the Surviving Corporation deems the consummation of the Merger in the manner contemplated herein advisable, and accordingly has adopted and approved this Plan and has authorized the execution hereof by appropriate corporate action.

NOW, THEREFORE, for and in consideration of the promises and of the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

FIRST: *Parent Corporation.* The name and jurisdiction of the parent corporation are as follows:

Name of Entity	Jurisdiction
Trow Global U.S. Inc.	Delaware

SECOND: *Subsidiary Corporation.* The name and jurisdiction of the subsidiary corporation are as follows:

Name of Entity	Jurisdiction
X-nth, Inc.	Florida


THIRD: *Terms and Conditions.* The Surviving Corporation and the Merged Corporation agree that the Merged Corporation shall be merged into the Surviving Corporation, as a single corporation, upon the terms and conditions of this Plan, and that the Surviving Corporation shall continue under the laws of the State of Delaware as the surviving corporation, and they further agree as follows:

1. At the Effective Time (as defined below), the Merged Corporation shall be merged with and into the Surviving Corporation, which shall be the surviving corporation, and the name of the Surviving Corporation shall be changed from "Trow Global U.S. Inc." to "EXP U.S. Services Inc."
2. The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall continue in full force and effect on and after the Effective Time as the Certificate of Incorporation of the Surviving Corporation until thereafter amended, except that the name of the Surviving Corporation shall be changed from "Trow Global U.S. Inc." to "EXP U.S. Services Inc."
3. Additional terms and conditions of the Merger are as follows:
 - i. Bylaws. The bylaws of the Surviving Corporation as they shall exist immediately prior to the Effective Time shall be and remain the bylaws of the Surviving Corporation on and after the Effective Time until the bylaws are duly altered, amended or repealed.
 - ii. Directors and Officers. The directors and officers of the Surviving Corporation immediately prior to the Effective Time shall continue in office on and after the Effective Time until their successors shall have been elected and qualified, or if earlier, until their death, resignation or removal.
 - iii. The Effective Time. The Merger shall become effective at 4:30 p.m. (Eastern Standard Time) on April 1, 2011 (the "Effective Time"). The Certificate of Ownership and Merger and the Articles of Merger and Plan of Merger shall be filed with the Secretary of State of Delaware and the Secretary of State of Florida, respectively, on April 1, 2011, prior to the Effective Time.
 - iv. Effect of the Merger. The separate corporate existence of the Merged Corporation shall cease at the Effective Time. At the Effective Time, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, indebtedness and other assets or liabilities of every kind and description of the Merged Corporation shall be transferred to, vested in, and devolved upon, the Surviving Corporation by operation of law without further act or deed, and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation, respectively, prior to the Effective Time. The Merged Corporation hereby agrees, from time to time as and when requested by the Surviving Corporation or by its successors or assigns to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for, and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

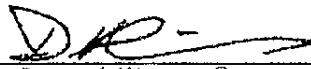
FOURTH: *Conversion of Shares*. The manner and basis of converting the shares of the Merging Entities are as follows: At the Effective Time, by virtue of the Merger and without further action on the part of the Merging Entities (including the Surviving Corporation as the sole stockholder of the Merged Corporation), each share of common stock, \$0.01 par value, of the Merged Corporation issued and outstanding immediately prior to the Effective Time shall be automatically cancelled and retired and cease to exist and each holder of such shares shall cease to have any rights with respect thereto.

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute these Articles of Merger on April 1, 2011.

TROW GLOBAL U.S. INC.

By: 
Name: David Kleiman
Title: Secretary

X-NTH, INC.

By: 
Name: David Kleiman
Title: Secretary