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MERGER OR SHARE EXCHANGE
ADVANCED ANSWERS ON DEMAND HOLDING CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
AOD ACQUISITION COMPANY
WITH AND INTO
ADVANCED ANSWERS ON DEMAND HOLDING CORPORATION**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

Advanced Answers On Demand Holding Corporation, a Florida corporation, having Florida Document Number P01000118415 ("Company"), hereby delivers to the Florida Department of State for filing these Articles of Merger for the merger of AOD Acquisition Company, a Florida corporation, having Florida Document Number P12000042306 ("AcquisitionCo"), with and into Company. Company shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto.
2. The Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State (the "Effective Date").
3. The foregoing Plan of Merger was:
 - (a) Approved and adopted by the Board of Directors of AcquisitionCo, and by the Board of Directors of AOD Holding Company, a Delaware corporation, as the sole shareholder of AcquisitionCo, on May 21, 2012.
 - (b) Approved and adopted by the Board of Directors of Company, and by the Board of Directors of AcquisitionCo as the sole shareholder of Company, on May 21, 2012.

[Signatures on following page]

AOD Articles of Merger

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the parties as of the Effective Date.

Advanced Answers On Demand Holding Corporation,
a Florida corporation

By: Phillip C. Moher II
Name: Phillip C. Moher II
Title: Vice President

AOD Acquisition Company,
a Florida corporation

By: Phillip C. Moher II
Phillip C. Moher II
As Its President

AOD Articles of Merger

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of May 21, 2012 (this "*Agreement*"), is made and entered into by and between Advanced Answers On Demand Holding Corporation, a Florida corporation (the "*Company*"), and AOD Acquisition Company, a Florida corporation ("*AcquisitionCo*"). The Company and AcquisitionCo are sometimes referred to in this Agreement together as the "*Merging Corporations*".

WITNESSETH:

WHEREAS, the authorized capital stock of the Company consists of 49,500,000 shares of common stock, \$0.001 par value per share (the "*Common Stock*"), 500,000 shares of Class B Non-Voting Common Stock, \$0.001 par value per share, and 10,000,000 shares of preferred stock, par value \$0.001 per share (of which 100,000 shares are Series A 8% Convertible Preferred Stock) (the "*Preferred Stock*") (collectively, the "*Company Stock*"), of which 15,292 shares of Common Stock and 90,533 shares of Preferred Stock are issued and outstanding, and all of which shares are owned by AcquisitionCo;

WHEREAS, the authorized capital stock of AcquisitionCo consists of 100 shares of common stock, \$0.01 par value per share (the "*Acquisition Stock*"), of which 10 shares are issued and outstanding, all of which shares are owned by AOD Holding Company, a Delaware corporation ("*Holding*");

WHEREAS, the boards of directors of the Merging Corporations and Holding, as the sole shareholder of AcquisitionCo, have each approved and adopted this Agreement and has deemed it advisable that AcquisitionCo be merged with and into the Company under and pursuant to Section 607.1104 of the Florida Business Corporation Act (the "*FBCA*"), and upon the terms and conditions set forth in this Agreement; and

WHEREAS, Section 607.1104(1)(b)4 of the FBCA is not applicable because AcquisitionCo is the sole shareholder of the Company.

NOW, THEREFORE, in consideration of the premises and the covenants, provisions and agreements contained in this Agreement, and for other good and valuable consideration had and received, the Merging Corporations hereby agree as follows:

1. THE MERGER

1.1 **Merger; The Surviving Corporation.** At the Effective Time (as defined below) and in accordance with the terms and conditions of this Agreement and Section 607.1104 of the FBCA, AcquisitionCo shall be merged with and into the Company (the "*Merger*"). At the Effective Time, the separate corporate existence of AcquisitionCo shall cease, and the Company shall continue its existence as the surviving corporation under the laws of the State of Florida (the "*Surviving Corporation*"). The name of the Surviving Corporation shall be "Advanced Answers On Demand Holding Corporation".

1.2 **Effective Time of the Merger.** The articles of merger shall be filed with the Secretary of State of the State of Florida, pursuant to Section 607.1105 of the FBCA, as soon as

practicable after the execution and delivery of this Agreement by the Merging Corporations. The Merger shall become effective as of the close of business of the date of the filing of the articles of merger with the Secretary of State of the State of Florida (the "*Effective Time*").

1.3 **Effects of the Merger.** At the Effective Time, the effects of the Merger shall be as provided in Section 607.1106 of the FBCA.

1.4 **Articles of Incorporation of the Surviving Corporation.** The articles of the Surviving Corporation are amended and restated to read as set forth on Exhibit A.

1.5 **Bylaws of the Surviving Corporation.** The bylaws of AcquisitionCo, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation, except that the name of the corporation set forth therein shall be changed to the name of the Company, until thereafter amended as provided by the FBCA, the provisions of the articles of incorporation of the Surviving Corporation and such bylaws.

1.6 **Directors and Officers of the Surviving Corporation.** The directors and officers of the Company in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation from and after the Effective Time until their respective successors are duly elected and qualified.

1.7 **Registered Agent.** The designated registered agent for service of process for AcquisitionCo shall be the registered agent for service of process for the Surviving Corporation.

2. CAPITAL MATTERS

1.8 **Stock of the Surviving Corporation.** At the Effective Time, and without any further action of the part of the Company or AcquisitionCo, each share of the Acquisition Stock shall be converted into one share of the Surviving Corporation and, therefore, the authorized capital stock of the Surviving Corporation shall consist of 100 shares of common stock, \$0.01 par value per share (the "*Surviving Stock*").

1.9 **Cancellation of the Company Stock.** At the Effective Time, and without any further action on the part of the Company or AcquisitionCo, each then issued and outstanding share of the Company Stock shall be canceled and extinguished and shall cease to exist and no payment shall be made with respect thereto.

1.10 **Holding as Sole Shareholder of the Surviving Corporation.** Immediately after the Effective Time, by reason of the Merger, Holding shall be the sole shareholder of the Surviving Corporation by owning all of the 10 shares of issued and outstanding shares of the Surviving Stock.

3. TERMINATION

This Agreement may be terminated and the Merger abandoned by appropriate mutual action by the respective Boards of Directors of the Merging Corporations at any time prior to the Effective Time.

This Agreement may be terminated and the Merger abandoned by appropriate mutual action by the respective Boards of Directors of the Merging Corporations at any time prior to the Effective Time.

4. MISCELLANEOUS

1.11 **Waiver of Mailing Requirement.** AcquisitionCo hereby waives the mailing requirement referenced in Section 607.1104(2) of the FBCA and, therefore, AcquisitionCo may file the articles of merger with the Secretary of State of the State of Florida without the 30 day waiting period.

1.12 **Further Action by AcquisitionCo.** If, after the Effective Time, the Surviving Corporation considers it advisable that any further conveyances, agreements, documents, instruments, assurances or any other actions are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property, rights, interest, privileges, powers or franchises of AcquisitionCo or otherwise to carry out the provisions of this Agreement, then the directors or officers of AcquisitionCo last in office shall execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments or assurances, and shall do and perform all other acts necessary or proper. If a sufficient number of the directors or officers of AcquisitionCo last in office are not able or available to execute such documentation or perform such acts, then the directors and officers of the Surviving Corporation shall be authorized to act on behalf of AcquisitionCo.

1.13 **Captions, Counterparts and Signatures.** The captions in this Agreement are for convenience only and shall not be considered a part, or to affect the construction or interpretation, of any provision of this Agreement. This Agreement may be executed in two or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument. A photocopy, facsimile or other electronic transmission (including in Adobe PDF format) of any signature necessary to authorize, adopt or execute this Agreement or any other document necessary to effect the Merger shall be treated for all purposes as an original signature.

1.14 **Complete Agreement.** This Agreement contains the complete agreement among all parties with respect to the Merger and supersedes all prior agreements and understandings with respect to the Merger.

1.15 **Governing Law.** This Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of Florida without regard to principles of conflicts of laws.

[Remainder of Page Intentionally Blank – Signature Page Follows]

IN WITNESS WHEREOF, the Merging Corporations have caused this Agreement to be duly executed as of the date first written above.

ADVANCED ANSWERS ON DEMAND
HOLDING CORPORATION

By: Phillip C. Molner II
Name: Phillip C. Molner II
Title: Vice President

AOD ACQUISITION COMPANY

By: Phillip C. Molner II
Name: Phillip C. Molner II
Title: President

EXHIBIT A

Amended and Restated Articles of Incorporation

[Signature Page to AOD Plan of Merger]

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADVANCED ANSWERS ON DEMAND HOLDING CORPORATION
A STOCK CORPORATION**

I, the undersigned, for the purpose of incorporating and organizing a corporation under the Florida Business Corporation Act (the "*FBCA*") of the State of Florida, do hereby certify as follows:

ARTICLE I: The name of the Corporation (the "*Corporation*") is:

Advanced Answers On Demand Holding Corporation

ARTICLE II: The principal address of the Corporation is c/o Primus Capital Partners VI, LP, 5900 Landerbrook Drive, Suite 200, Cleveland, Ohio 44124-4020.

ARTICLE III: The number of shares the Corporation is authorized to issue is 100 shares of Common Stock, with a par value of \$0.01 per share.

ARTICLE IV: The street address of the initial registered office of the Corporation shall be c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, and the initial registered agent at that office is CT Corporation System. The county of the registered office is Broward County.

ARTICLE V: The name and address of the sole incorporator is:

Phillip C. Molner II
c/o Primus Capital Fund VI, LP
5900 Landerbrook Drive, Suite 200
Cleveland, Ohio 44124-4020

ARTICLE VI: To the full extent permitted by the FBCA of the State of Florida or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be

personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VII: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the FBCA of the State of Florida or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article Seventh. Any repeal or modification of this Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

ARTICLE VIII: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the FBCA of the State of Florida or other statutes or laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation, without any action on the part of the shareholders, but the shareholders may make additional bylaws and may alter, amend or repeal any bylaw whether adopted by them or otherwise. The Corporation may in its bylaws confer

Having been named as registered agent to accept service of process for the above stated corporation as the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


CT Corporation System

By: *Diane Stout*
Signature/Registered Agent

5/21/12
Date

Diane Stout, Asst. Secretary

IN WITNESS WHEREOF, I the undersigned, being the Vice President of the Corporation, do hereby execute this Amended and Restated Articles of Incorporation this 21st day of May, 2012.


Phillip C. Molner II