

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
FTI RMCG ACQUISITION LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$60.00

A. LUNT
DEC 24 2009
EXAMINER

**ARTICLES OF MERGER OF
RMCG CONSULTING, INC.
(a Florida corporation)
INTO
FTI RMCG ACQUISITION LLC
(a Maryland limited liability company)**

Pursuant to Section 607.1109 of the Florida Business Corporation Act (the "Florida Act"), RMCG CONSULTING, INC., a Florida corporation ("RMCG Consulting"), and FTI RMCG ACQUISITION LLC, a Maryland limited liability company ("FTI RMCG Acquisition"), adopt the following Articles of Merger merging RMCG Consulting into FTI RMCG Acquisition (the "Merger"):

**ARTICLE 1
PLAN OF MERGER**

The Agreement and Plan of Merger relating to the Merger, attached hereto as Exhibit A (the "Plan"), meets the requirements of Section 607.1101 of the Florida Business Act (the "Florida Act") and was approved by RMCG Consulting by unanimous written consent of its Board of Directors, dated December 22, 2009, in accordance with Section 607.082.41 of the Florida Business Corporation Act (the "Florida Act"). The Board of Managers of FTI RMCG Acquisition approved the Plan by unanimous written consent of its Board of Managers, dated December 22, 2009. FTI RMCG Acquisition is a limited liability company organized under the laws of the State of Maryland. The Plan was approved by FTI RMCG Acquisition in accordance with the laws of the State of Maryland. RMCG Consulting is a wholly-owned subsidiary of FTI RMCG Acquisition. No vote of the shareholders of either RMCG Consulting or members of FTI RMCG Acquisition is required.

**ARTICLE 2
EFFECTIVE TIME**

The Effective Time of the Merger shall be December 31, 2009 at 12:01 a.m.

**ARTICLE 3
PRINCIPAL ADDRESS IN MARYLAND OF SURVIVOR**

The street address and mailing address of the principal office of FTI RMCG, the surviving entity, in the state, country, or jurisdiction in which it was formed, organized, or incorporated is:

FTI RMCG Acquisition LLC
909 Commerce Road
Annapolis, Maryland 21401

**ARTICLE 4
AGENT FOR SERVICE OF PROCESS**

Pursuant to Section 607.1107 of the Florida Act, FTI RMCG, the surviving entity, is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of RMCG Consulting that is a party to the merger.

[signatures appear on the following page]

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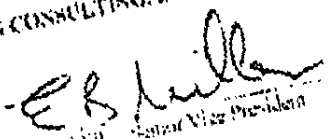
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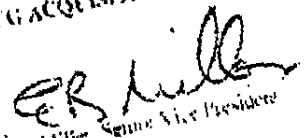
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Document effective as of December 22, 2009

KMCG CONSULTING, INC.

By: 
Eric D. Miller, Senior Vice President

FERMCO ACQUISITION LLC

By: 
Eric D. Miller, Senior Vice President

AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "**Agreement**") is made and entered into as of December 22, 2009, by and between RMC Consulting, Inc., a Florida corporation ("**Merging Entity**"), and FTI RMC Acquisition LLC, a Maryland limited liability company ("**Surviving Entity**") and, together with the Merging Entity, the "**Constituent Entities**".

WITNESSETH:

WHEREAS, Merging Entity is a wholly-owned subsidiary of Surviving Entity; and

WHEREAS, the Managers of Surviving Entity and the Board of Directors of Merging Entity have determined that it is advisable and in the respective best interests of each entity that Merging Entity be merged with and into Surviving Entity (the "**Merger**"), upon the terms and conditions set forth below and in accordance with the applicable provisions of the laws of the State of Florida and the State of Maryland.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

ARTICLE I

Merger

Section 1.1 Merger. In accordance with the provisions of this Agreement, the Florida Business Corporation Act (the "**Florida Act**") and the Maryland Limited Liability Company Act (the "**Maryland Act**"), at the Effective Time (as defined below), Merging Entity will be merged with and into Surviving Entity and the separate existence of Merging Entity will cease. Surviving Entity shall be the surviving entity in the Merger. Surviving Entity is a limited liability company organized in the State of Maryland.

Section 1.2 Effective Time of the Merger. The Merger will become effective on December 31, 2009 at 12:01 a.m. (the "**Effective Time**"), provided that the following actions have been completed:

- (a) This Agreement and the transactions contemplated hereby have been duly approved by the Managers of Surviving Entity in accordance with the requirements of the Maryland Act, and the Board of Directors of Merging Entity in accordance with the requirements of the Florida Act.
- (b) Executed Articles of Merger meeting the requirements of the Florida Act and the Maryland Act have been filed with, and accepted by, the Secretary

Exhibit A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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of State of the State of Florida and the Maryland State Department of Assessments and Taxation.

Section 1.3 Effects of the Merger. The Merger shall have the effects set forth in the Florida Act and the Maryland Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Merging Entity and Surviving Entity shall vest in Surviving Entity as Surviving Entity, and all debts, liabilities and duties of Merging Entity and Surviving Entity shall become the debts, liabilities and duties of the Surviving Entity as Surviving Entity.

Section 1.4 Purposes. The purposes for which the Surviving Entity is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Organization of Surviving Entity, and the Surviving Entity shall continue with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities, of a corporation formed under the Maryland Act.

ARTICLE II

Organizational Matters of the Surviving Entity

Section 2.1 Articles of Organization. The Articles of Organization of Surviving Entity in effect immediately prior to the Effective Time shall be the Articles of Organization of the Surviving Entity, and they shall thereafter continue to be the Articles of Organization of the Surviving Entity until duly amended or changed in accordance with the provisions of the Maryland Act.

Section 2.2 Management. The managers, officers and authorized signatories of Surviving Entity in office immediately prior to the Effective Time shall, from and after the Effective Time, be the managers, officers and authorized signatories of Surviving Entity until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Organization of Surviving Entity and the Maryland Act. The names and business addresses of the managers of Surviving Entity are as follows:

<u>Name</u>	<u>Business Address</u>
David Bannister	500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202
Eric Miller	500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202
Ron Reno	500 East Pratt Street, Suite 1400, Baltimore, Maryland 21202

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TALLAHASSEE, FLORIDA

ARTICLE III

Capitalization

Section 3.1 Existing Capital Stock. The capitalization of the Constituent Entities immediately prior to the Effective Time are as follows:

- (a) Surviving Entity has one class of membership interest, which represents 100% of the membership interests of Surviving Entity and is currently issued to the sole member of Surviving Entity ("*Surviving Entity Membership Interest*").
- (b) Merging Entity is authorized to issue the following shares of stock: 10,000 shares of common stock, all of which are without par value, of which 1,039 shares are issued and outstanding (the "*Merging Entity Stock*").

Section 3.2 Manner of Conversion. Upon the Effective Time as provided herein:

- (a) The Surviving Entity Membership Interest shall be unchanged.
- (b) The outstanding shares of the Merging Entity Stock shall be cancelled.

ARTICLE IV

Miscellaneous

Section 4.1 Termination. This Agreement may be terminated and abandoned at any time before the Effective Time by the mutual consent of the Constituent Entities.

Section 4.2 Governing Law. This Agreement (a) shall be governed by and construed in accordance with the laws of the State of Florida and the State of Maryland, as applicable, (b) may not be waived, except by an instrument in writing, signed by the party to be charged, and (c) shall inure to the benefit of and be binding upon the respective successors and assigns of the parties hereto.

Section 4.3 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

Section 4.4 Further Actions. The parties hereto each agree to do, execute, acknowledge and deliver all such further acts, instruments and assurances, and to take all such further action, including, without limitation, the execution and filing of such instruments in the State of Florida, the State of Maryland and any other State as shall be necessary or desirable to carry out the transactions contemplated by this Agreement and to consummate and effect the

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TALLAHASSEE, FLORIDA

Merger.

Section 4.5 Tax Treatment. The Merger shall qualify as a tax-free transaction under the Internal Revenue Code of 1986, as amended.

[signatures appear on the following page]

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their Board of Directors or Board of Managers, as applicable, have caused this Agreement to be executed and attested to by their respective officers duly authorized as of the day and year first above written.

WITNES:

RMCG CONSULTING, INC.,
a Florida corporation

By Joanne E. Calanese
Joanne E. Calanese, Secretary

By Eric B. Miller
Eric B. Miller, Senior Vice President

WITNES:

FORMUG ACQUISITION LLC,
a Maryland limited liability company

By Joanne E. Calanese
Joanne E. Calanese, Secretary

By Eric B. Miller
Eric B. Miller, Senior Vice President