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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 505526 7275439

AUTHORIZATION

COST LIMIT

*Spurlockman*  
~~\$ 60.00~~

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06 OCT -5 AM 9:32  
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TALLAHASSEE, FLORIDA

ORDER DATE : October 5, 2006

ORDER TIME : 12:05 PM

ORDER NO. : 505526-005

CUSTOMER NO: 7275439

70.00

ARTICLES OF MERGER

PEA SOUP MERGER CORPORATION

INTO

FIRST ADVANTAGE LITIGATION  
CONSULTING, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Denise Mick

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**

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TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with Section 13.1-1072 of the Code of the Commonwealth of Virginia and the Section 607.1105 of the Florida Business Corporation Act.

**FIRST:** The name, address of the principal office, and jurisdiction of organization of the merging corporation (Merging Corporation) is:

P-04000020550

<u>Name</u>	<u>Address</u>	<u>Jurisdiction</u>
Pea Soup Merger Corporation	1 Progress Plaza Suite 2400 St. Petersburg, FL 33701	Florida

**SECOND:** The name, address of the principal office, and jurisdiction of organization of the surviving corporation (Surviving Company) is:

<u>Name</u>	<u>Address</u>	<u>Jurisdiction</u>
First Advantage Litigation Consulting, LLC	14030 Thunderbolt Place Suite 700 Chantilly, VA 20151	Virginia

**THIRD:** The Agreement and Plan of Merger is attached as Exhibit A. The Agreement and Plan of Merger was adopted by the board of directors of the Merging Corporation pursuant to a written consent dated October 4, 2006 and the Agreement and Plan of Merger was adopted by the managers of the Surviving Company pursuant to a written consent dated October 4, 2006.

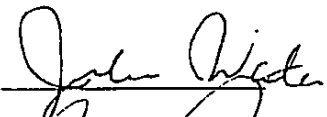
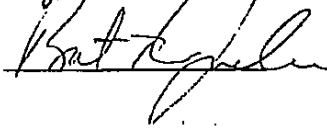
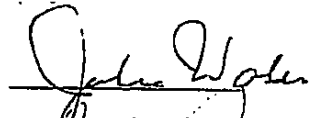
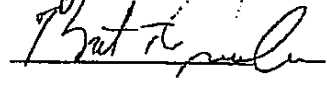
**FOURTH:** The merger shall become effective as of the date of filing.

**FIFTH:** The Agreement and Plan of Merger was approved and adopted by the sole shareholder of the Merging Corporation by written consent dated October 4, 2006.

**SIXTH:** The Agreement and Plan of Merger was adopted by the sole member of the Surviving Company by written consent dated October 4, 2006.

[Intentionally left blank]

**SEVENTH:** Signatures for the Merging Corporation and the Surviving Company:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name and Title</u>	<u>Date</u>
Pea Soup Merger Corporation		Julie A. Waters Vice President	October 4, 2006
		Bret T. Jardine Secretary	October 4, 2006
First Advantage Litigation Consulting, LLC			
By: First Advantage Corporation, the Sole Member		Julie A. Waters Vice President	October 4, 2006
		Bret T. Jardine Secretary	October 4, 2006

**AGREEMENT and PLAN OF MERGER**

October 4, 2006

**MERGING CORPORATION:**

Name: Pea Soup Merger Corporation

Jurisdiction of Organization and Governing Law: Florida

Address of Principal Office: 1 Progress Plaza, Suite 2400, St. Petersburg, FL 33701

**MERGING LIMITED LIABILITY COMPANY:**

Name: First Advantage Litigation Consulting, LLC

Jurisdiction of Organization and Governing Law: Virginia

Address of Principal Office: 14030 Thunderbolt Place, Suite 700, Chantilly, VA 20151

**SURVIVING LIMITED LIABILITY COMPANY:**

Name: First Advantage Litigation Consulting, LLC

Jurisdiction of Organization and Governing Law: Virginia

Address of Principal Office: 14030 Thunderbolt Place, Suite 700, Chantilly, VA 20151

**RECITALS:**

A. The First Advantage Corporation (FADV) is the sole shareholder of all the issued and outstanding shares of the capital stock of Pea Soup Merger Corporation (Pea Soup) and is the sole owner all of the membership interests of First Advantage Litigation Consulting, LLC (FADV Litigation Consulting).

B. Pea Soup and FADV Litigation Consulting desire to effect the merger of Pea Soup with and into FADV Litigation Consulting pursuant to this Agreement and Plan of Merger (Merger), with FADV Litigation Consulting as the surviving company of the Merger (Surviving Company), on the terms and conditions set forth herein.

C. Pea Soup will merge into FADV Litigation Consulting pursuant to Section 607.1105 of the Florida Business Corporation Act, and Section 131.70 of the Code of Virginia together with all related provisions of the Business Corporation Law of the State of New York and the Code of Virginia which may apply (Applicable Merger Statutes).

**AGREEMENT and PLAN OF MERGER**

**SECTION 1. MERGER**

**1.1 Description of Merger.** Pea Soup will be merged with and into FADV Litigation Consulting, with FADV Litigation Consulting as the Surviving Corporation of the Merger.

**1.2 Effects of Merger.** As of the time and date the Merger becomes effective, as set forth in Section 1.5 below ("Effective Date"), Pea Soup shall be merged with and into FADV

Litigation Consulting, the separate existence of Pea Soup shall cease, and FADV Litigation Consulting shall survive as the Surviving Corporation under the name First Advantage Litigation Consulting, LLC organized under the laws of the Commonwealth of Virginia. The Surviving Company, to the extent consistent with its Certificate of Organization then in effect and the Applicable Merger Statutes, shall possess all the rights, privileges, immunities, and franchises of Pea Soup; all property belonging to Pea Soup shall, by virtue of the Merger, be transferred to and vested in the Surviving Company, without further act or deed; and the Surviving Company, shall be responsible for all liabilities of Pea Soup, all in the manner and with the effect set forth in the Applicable Merger Statutes.

**1.3 Prior Actions.** The board of directors of Pea Soup and the managers of FADV Litigation Consulting, and FADV as the sole shareholder of Pea Soup and the sole member of FADV Litigation Consulting shall have adopted and approved this Agreement and Plan of Merger and the Merger provided for herein.

**1.4 Subsequent Actions.** After the date that this Agreement and Plan of Merger has been executed by all the parties hereto, the appropriate officers of Pea Soup and FADV Litigation Consulting shall cause articles of merger, certificates of merger, and all similar documents, however denominated, as well as any other certificates, documents, and instruments, to be executed and filed with the appropriate state government authorities required to effect the Merger under the Applicable Merger Statutes or useful or advisable in connection therewith.

**1.5 Effective Date.** The Merger shall become effective upon filing.

## **SECTION 2. CERTIFICATE OF ORGANIZATION, OPERATING AGREEMENT, MANAGERS, AND OFFICERS**

At the Effective Date:

**2.1 Certificate of Organization.** The Certificate of Organization of FADV Litigation Consulting in effect immediately prior to the Effective Date shall be the Certificate of Organization of the Surviving Company, until amended in accordance with applicable law.

**2.2 Bylaws.** The Operating Agreement as in effect immediately prior to the Effective Date shall be the Operating Agreement of the Surviving Company, until amended or repealed.

**2.3 Managers and Officers.** The managers of the Surviving Company shall consist of the persons who are the managers of FADV Litigation Consulting immediately prior to the Effective Date, and they shall hold office in each case until their successors are elected and qualify. The officers of the Surviving Company shall be persons who are the officers of FADV Litigation Consulting immediately prior to the Effective Date, and they shall hold office in each case at the pleasure of the managers of the Surviving Company.

## **SECTION 3. MANNER AND BASIS OF CONVERSION**

**3.1 Pea Soup.** At the Effective Date, each issued and outstanding share of the capital stock of Pea Soup shall be automatically canceled.

**3.2 FADV Litigation Consulting.** At the Effective Date, except for those rights, privileges, powers and interests of Pea Soup which shall be vested in FADV Litigation Consulting as a result of the merger, the interests of FADV Litigation Consulting shall not be affected or changed by the Merger, and interests of the Surviving Company immediately after the Effective Date shall be the same as that of FADV Litigation Consulting immediately prior to the Effective Date.

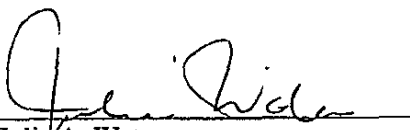
#### **SECTION 4. TERMINATION**

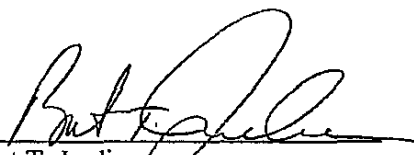
This Agreement and Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by action of the board of directors of Pea Soup or the members of FADV Litigation Consulting.

#### **SECTION 5. SERVICE OF PROCESS**

At and after the Effective Date of the Merger, the Surviving Company (a) is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any of the rights of dissenting shareholders of Pea Soup, and (b) agrees that it will promptly pay to the dissenting shareholders of Pea Soup the amounts to which they are entitled, if any, under the applicable section of the Florida Business Corporation Act.

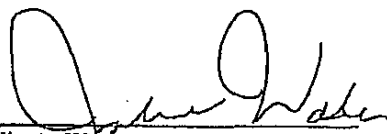
#### **PEA SOUP MERGER CORPORATION**

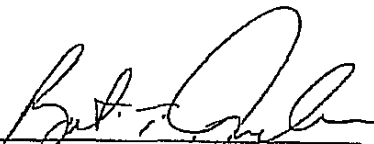
By:   
Julie A. Waters  
Vice President

By:   
Bret T. Jardine  
Secretary

#### **FIRST ADVANTAGE LITIGATION CONSULTING, LLC**

**By: First Advantage Corporation, the Sole Member**

By:   
Julie A. Waters  
Vice President

By:   
Bret T. Jardine  
Secretary