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DEPARTMENT OF STATE  
DIVISION OF REGISTRATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 593760 4306349  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 60.00

FILED  
06 NOV 13 PM 2:15  
TALLAHASSEE, FLORIDA

ORDER DATE : November 13, 2006  
ORDER TIME : 10:09 AM  
ORDER NO. : 593760-010  
CUSTOMER NO: 4306349

ARTICLES OF MERGER

ALIANTFINANCIAL SERVICES, INC.

INTO

ALIANTFINANCIAL SERVICES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Doreen Wallace

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

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

**FILED**  
06 NOV 13 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>   |
|--------------------------------|---------------------|---------------------------|
| AliantFinancial Services, Inc. | Florida             | Corporation               |
| AliantFinancial Services, LLC  | Delaware            | Limited Liability Company |
|                                |                     |                           |
|                                |                     |                           |

**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>   |
|-------------------------------|---------------------|---------------------------|
| AliantFinancial Services, LLC | Delaware            | Limited Liability Company |

**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:

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**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:

2711 Centerville Road, Suite 400, Wilmington, DE 19808

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**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 entitled 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.:

Street address: 380 Southpointe Blvd., Suite 200, Canonsburg, PA 15317

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Mailing address: 380 Southpointe Blvd., Suite 200, Canonsburg, PA 15317

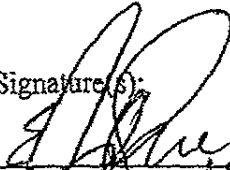
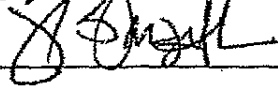
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

| Name of Entity/Organization:   | Signature(s):   | Typed or Printed Name of Individual: |
|--------------------------------|---|--------------------------------------|
| AliantFinancial Services, Inc. |  | ERIC ODEGARD                         |
| AliantFinancial Services, LLC  |  | BRIAN P. SIFERT                      |
|                                |   |                                      |
|                                |   |                                      |

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

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## 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>   |
|--------------------------------|---------------------|---------------------------|
| AliantFinancial Services, Inc. | Florida             | Corporation               |
| AliantFinancial Services, LLC  | Delaware            | Limited Liability Company |
|                                |                     |                           |
|                                |                     |                           |

**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>   |
|--------------------------------|---------------------|---------------------------|
| AliantFinancial Services, Inc. | Delaware            | Limited Liability Company |

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

On the effective date, AliantFinancial Services, Inc. (the "Merger Co.") shall be merged with and into

AliantFinancial Services, LLC (the "Company"). The separate corporate existence of Merger Co. shall

cease and the Company shall continue as the surviving company of the merger and shall succeed to and

assume all of the rights and obligations of Merger Co.

*(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:

Shares in Merger Co. shall be cancelled and shall be converted automatically into the right to receive

cash consideration.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Financial Transaction Services LLC 380 Southpointe Blvd., Suite 200, Canonsburg, PA 15317

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*(Attach additional sheet if necessary)*



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**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*