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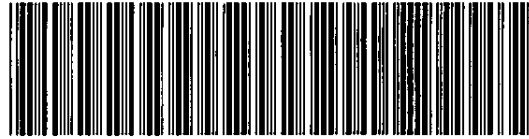
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 SEP 26 AM 8:43

Menger  
@ 9/27/11

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Absolute Background Search Merger, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

[REDACTED] Natalia Utrera, Esq.  
Contact Person

Spiegel & Utrera, P.A.  
Firm/Company

[REDACTED] P.O. Box 450605  
Address

Miami, FL 33245-0605  
City/State and Zip Code

mcooley@abschecks.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Natalia Utrera  
[REDACTED] At (305) 854-6000  
Name of Contact Person Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 15, 2011

SPIEGEL & UTRERA, P.A.  
% ILENA ALVAREZ  
POST OFFICE BOX 450605  
MIAMI, FL 33245-0605

SUBJECT: ABSOLUTE BACKGROUND SEARCH MERGER, INC.  
Ref. Number: P11000071580

We have received your document for ABSOLUTE BACKGROUND SEARCH MERGER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

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) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 011A00021352

**ARTICLES OF MERGER**  
**FOR**  
**FLORIDA PROFIT CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 SEP 26 AM 8:43

**ARTICLES OF MERGER** between **ABSOLUTE BACKGROUND SEARCH MERGER, INC., a Florida Corporation** ("Surviving Corporation") and **ABSOLUTE BACKGROUND SEARCH, INC., a Texas Corporation** ("Nonsurviving Corporation").

Pursuant to §607.1105 of the Florida Statutes, the Surviving Corporation and the Nonsurviving Company adopt the following Articles of Merger:

**ARTICLE - 1**

The name, form/entity type, and jurisdiction for each merging party is as follows:

Name	Jurisdiction	Form/Entity Type
<b>ABSOLUTE BACKGROUND SEARCH MERGER, INC.</b>	<b>Florida</b>	<b>Corporation</b>
<b>ABSOLUTE BACKGROUND SEARCH, INC.</b>	<b>Texas</b>	<b>Corporation</b>

**ARTICLE - 2**

The name, form/entity type, and jurisdiction of the Surviving Corporation is as follows:

Name	Jurisdiction	Form/Entity Type
<b>ABSOLUTE BACKGROUND SEARCH MERGER, INC.</b>	<b>Florida</b>	<b>Corporation</b>

Upon filing of these Articles of Merger with Secretary of State of Florida the name of the Surviving Corporation shall be **ABSOLUTE BACKGROUND SEARCH MERGER, INC.**

**ARTICLE - 3**

The attached plan of merger was approved by Surviving Corporation and Nonsurviving Company in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

**ARTICLE - 4**

The attached plan of merger was approved by Surviving Corporation and Nonsurviving Company in accordance with applicable laws of the State of Florida.

**ARTICLE - 5**

The date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 7 day of September 2011.

**ABSOLUTE BACKGROUND SEARCH MERGER, INC., a  
Florida Corporation**

By: \_\_\_\_\_

Michael Cooley, President

**ABSOLUTE BACKGROUND SEARCH, INC., a Texas  
Corporation**

By: \_\_\_\_\_

Michael Cooley, President

## PLAN OF MERGER

Merger between **ABSOLUTE BACKGROUND SEARCH MERGER, INC., a Florida Corporation** ("Surviving Corporation") and **ABSOLUTE BACKGROUND SEARCH, INC., a Texas Corporation** ("Nonsurviving Corporation"), (collectively the "Constituent Entities"). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with Chapters 607 and 608, Florida Statutes, (the "Florida Act") and Article 8, Title 1, Section 10, Texas Statutes (the Texas Act"), (collectively the "Act").

### ARTICLE - 1

The name, form/entity type, and jurisdiction for each merging party is as follows:

Name	Jurisdiction	Form/Entity Type
<b>ABSOLUTE BACKGROUND SEARCH MERGER, INC.</b>	<b>Florida</b>	<b>Corporation</b>
<b>ABSOLUTE BACKGROUND SEARCH, INC.</b>	<b>Texas</b>	<b>Corporation</b>

### ARTICLE - 2

The name, form/entity type, and jurisdiction of the Surviving Corporation is as follows:

Name	Jurisdiction	Form/Entity Type
<b>ABSOLUTE BACKGROUND SEARCH MERGER, INC.</b>	<b>Florida</b>	<b>Corporation</b>

Upon filing of these Articles of Merger with Secretary of State of Florida the name of the Surviving Corporation shall be **ABSOLUTE BACKGROUND SEARCH MERGER, INC.**

### ARTICLE - 3

The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by Law. The name of the Surviving Corporation as of the Effective Date shall be **ABSOLUTE BACKGROUND SEARCH MERGER, INC.**

### ARTICLE - 4

The shares and membership interests of Constituent Entities shall be converted into shares of the Surviving Corporation with 50,000 shares of common stock, each having the par value of \$1.00 as provided in the Articles of Incorporation of the Surviving Corporation. The former holders of membership interests, shares, interests, obligations, or other securities, or rights to such securities, shall be entitled only to the rights provided in this Plan and to their appraisal rights, if any, under Chapters 607 and 608, Florida Statutes. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as

outstanding shares of Surviving Corporation stock.

#### **ARTICLE - 5**

All shares of Surviving Corporation's stock into which membership interests of Nonsurviving Corporation shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction.

#### **ARTICLE - 6**

On the Effective Date, the separate existence of Nonsurviving Corporation shall cease, and Surviving Corporation shall be fully vested in Nonsurviving Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities and duties, all as more particularly set forth in the Act.

#### **ARTICLE - 7**

If at any times after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate Officers or Managers of Surviving Corporation or Nonsurviving Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

#### **ARTICLE - 8**

Upon the adoption of the Plan by Constituent Entities' Board of Directors, Members and the execution of this Plan, Nonsurviving Corporation and Surviving Corporation shall cause their respective President and Manager to execute Articles of Merger in the form attached hereto and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Department of State. In accordance with Chapter 607, Florida Statutes.

#### **ARTICLE - 9**

Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the Shareholders or Members of which are, entitled to the benefit thereof by action taken by the Board of Directors or Members of such party, or may be amended or modified in whole or in part at any time prior to the vote of the Shareholders or Members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Chapters 607 and 608, Florida Statutes.

**ARTICLE - 10**

At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors and Members of both Constituent Entities.

IN WITNESS WHEREOF, the parties have set their hands this 15 day of August, 2011.

**ABSOLUTE BACKGROUND SEARCH MERGER, INC., a  
Florida Corporation**

By: 

Michael Cooley, President

**ABSOLUTE BACKGROUND SEARCH, INC., a Texas  
Corporation**

By: 

Michael Cooley, President