

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
STUDER INTERNATIONAL, INC.**

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**ARTICLES OF MERGER
OF
STUDER EMEA, INC.
INTO
STUDER INTERNATIONAL, INC.**

**ARTICLE I
Surviving Corporation**

Studer International, Inc., a Florida corporation, shall be the surviving corporation.

**ARTICLE II
Names and Jurisdictions of Merging Corporations**

The names and state of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Studer International, Inc.	Florida	P14000001494
Studer EMEA, Inc.	Florida	P14000002421

**ARTICLE III
Plan of Merger**

The Plan of Merger is attached hereto as Exhibit A.

**ARTICLE IV
Adoption of Merger by Surviving Corporation**

The Plan of Merger was adopted by a unanimous vote of the Board of Directors of the surviving corporation, Studer International, Inc., on March 18, 2015. Because Studer International, Inc. is the sole stockholder of Studer EMEA, Inc., stockholder approval of the surviving corporation was not required by §607.1104(1)(a), *Florida Statutes*.

**ARTICLE V
Adoption of Merger by Merging Corporation**

Because Studer International, Inc. is the sole stockholder of Studer EMEA, Inc., the approval of the stockholders and board of directors of the merging corporation was not required by §607.1104(1)(a), *Florida Statutes*.

ARTICLE VI
Compliance with Applicable Laws

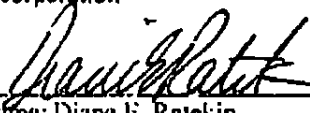
The attached Plan of Merger and the performance of its terms were duly authorized by Studer International, Inc., and Studer EMEA, Inc., by all action required by the laws of Florida and by each corporation's respective Articles of Incorporation. Studer International, Inc., as the sole stockholder of Studer EMEA, Inc., has duly waived the 30-day notice period set forth in §607.1104(3), *Florida Statutes*, and has authorized the filing of these Articles of Merger with the State of Florida.

ARTICLE VII
Effective Date

The merger shall be effective on the date the Articles of Merger are filed with the Department of State of the State of Florida.

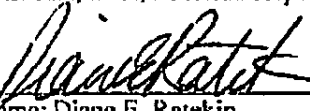
[Signature page follows]

STUDER INTERNATIONAL, INC.,
a Florida corporation

By: 
Name: Diane E. Ratekin
Its: Executive Vice President, General Counsel and
Corporate Secretary

Date: March 18, 2015

STUDER EMEA, INC., a Florida corporation

By: 
Name: Diane E. Ratekin
Its: Executive Vice President, General Counsel and
Corporate Secretary

Date: March 18, 2015

Exhibit A

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between STUDER EMEA, INC., a Florida corporation ("Subsidiary"), and STUDER INTERNATIONAL, INC., a Florida corporation ("Parent").

S T I P U L A T I O N S :

A. Parent is a Florida corporation organized and existing under the laws of the State of Florida with its principal place of business at 350 W. Cedar St., Ste. 300, Pensacola, FL 32502.

B. Subsidiary is a Florida corporation organized and existing under the laws of the State of Florida with its principal place of business at 350 W. Cedar St., Ste. 300, Pensacola, FL 32502.

C. Parent owns one hundred percent (100%) of the outstanding shares of stock of Subsidiary.

D. Parent, as the sole stockholder of Subsidiary, deems it desirable and in the best interest of both corporations that Subsidiary be merged into Parent, pursuant to the provisions of §607.1104, et seq., *Florida Statutes*, with Parent being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, PARENT AND SUBSIDIARY AGREE AS FOLLOWS:

Section 1. Merger. Subsidiary shall merge with and into Parent, and Parent shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of Subsidiary shall cease, and Parent shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of Subsidiary without the necessity for any separate transfer. Parent shall thereafter be responsible for all of the liabilities and obligations of Subsidiary, and neither the rights of creditors nor any liens on the property of Subsidiary shall be impaired by the merger.

Section 3. No Changes in Articles of Incorporation of Parent. The Articles of Incorporation of Parent shall continue to be its Articles of Incorporation following the effective date of the merger.

Section 4. No Changes in Bylaws of Parent. The Bylaws of Parent shall continue to be its Bylaws following the effective date of the merger, unless and until subsequently revised in accordance with the Articles of Incorporation and the Bylaws of Parent.

Section 5. Conversion of Interests in Subsidiary to Interests in Parent. Upon the filing of the Articles of Merger with the Florida Department of State, Division of Corporations, all of the issued and outstanding shares of common stock of Subsidiary, par value \$1.00 per share, and all rights in respect thereof, shall be automatically cancelled and shall cease to exist and no consideration shall be delivered therefor.


Section 6. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger are filed with the Department of State of the State of Florida.

Section 7. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Dated on the dates set forth below.

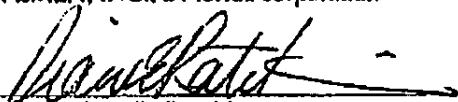
[Signature page follows]

STUDER INTERNATIONAL, INC.,
a Florida corporation

By: 
Name: Diane E. Ratekin
Its: Executive Vice President, General Counsel and
Corporate Secretary

Date: March 18, 2015

STUDER EMEA, INC., a Florida corporation

By: 
Name: Diane E. Ratekin
Its: Executive Vice President, General Counsel and
Corporate Secretary

Date: March 18, 2015