

Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
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Account Name : C T CORPORATION SYSTEM  
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EFFECTIVE DATE  
10-1-09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 SEP 30 AM 9:30

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE

Decision Management International, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	08
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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

**EFFECTIVE DATE**  
10/09

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Decision Management International, Inc.</u>	<u>Florida</u>	<u>P93000021787</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Decision Management International, Inc.</u>	<u>Delaware</u>	

Third: The Plan of Merger is attached.

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

**OR** 10 / 01 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more  
at 12:01 a.m. than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on September 30, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_  
and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 30, 2009.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_  
and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Decision Management International,  
Inc., a Florida Corporation

**John W. Frazier, Vice President**

Decision Management International,  
Inc., a Delaware Corporation

**John W. Frazier, Vice President**

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Decision Management International, Inc.

Delaware

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

Decision Management International, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER.

## AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER is made and entered into as of September 30, 2009, by and between Decision Management International, Inc., a Delaware corporation ("DMI-DE") and Decision Management International, Inc., a Florida corporation ("DMI-FL").

WHEREAS, the parties deem it desirable that, upon the terms and subject to the conditions hereof, DMI-DE merge with and into DMI-FL, with DMI-FL as the surviving corporation of such merger (the "Merger").

NOW, THEREFORE, in consideration of the mutual promises made herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, DMI-DE and DMI-FL agree as follows:

1. Merger. At 12:01 a.m. upon the date specified in the documents required by applicable law to be filed with the Florida Secretary of State (the "Effective Time"), DMI-DE shall be merged with and into DMI-FL, with DMI-FL as the surviving entity of the Merger.
2. Cancellation of Capital Stock. At the Effective Time, all issued and outstanding shares of capital stock, and all shares of capital stock that remain unissued, of DMI-DE shall be canceled without consideration.
3. Submission to the Sole Shareholders; Filing. This Agreement of Merger shall be submitted to the sole shareholder of DMI-DE and to the sole shareholder of DMI-FL required to vote hereon pursuant to the applicable laws of the states of Delaware and Florida, respectively. If this Agreement of Merger is duly adopted and is not terminated as permitted by Section 7, the parties shall execute and cause to be filed such documents as are required by law to cause the Merger to become effective in the manner prescribed by the laws of Delaware and Florida.
4. Plan of Reorganization under IRC Section 368(a)(1)(A). This Agreement of Merger constitutes a Plan of Reorganization and is intended for Federal income tax purposes to constitute a tax-free reorganization of DMI-DE under Internal Revenue Code Section 368(a)(1)(A). If this Agreement of Merger is duly approved by the boards of directors of DMI-DE and DMI-FL and is adopted by the sole shareholders of DMI-DE and DMI-FL, then the Plan of Reorganization is deemed adopted by DMI-DE and DMI-FL.
5. Certificate of Incorporation and Bylaws. The certificate of incorporation and bylaws of DMI-FL shall be the certificate of incorporation of the surviving corporation from and after the Effective Time.
6. Assets, Liabilities, and Rights. At the Effective Time, and in accordance with applicable law, all of the assets, liabilities, rights, privileges, immunities, and franchises of DMI-DE and DMI-FL and all property (real, personal, and mixed) of, and debts due to, DMI-DE and DMI-FL shall, for all purposes and in all respects, be and constitute the


assets, liabilities, rights, privileges, immunities, franchises, property and debts due to DMI-FL as the surviving corporation.

7. Amendment and Termination. To the extent permitted by applicable law at any time prior to the Effective Time, this Agreement of Merger may be (a) amended by an agreement in writing between the boards of directors of DMI-DE and DMI-FL or (b) terminated by the boards of directors of DMI-DE and DMI-FL.

*[Remainder of this page left intentionally blank; signature page follows.]*

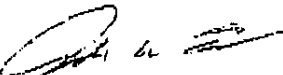
IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be duly executed as of the date first written above.

DECISION MANAGEMENT INTERNATIONAL,  
INC., a Delaware corporation

By: 

Name: John W. Frazier  
Title: Vice President

DECISION MANAGEMENT INTERNATIONAL,  
INC., a Florida corporation

By: 

Name: John W. Frazier  
Title: Vice President