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**Division of Corporations**  
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To: Division of Corporations  
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**EFFECTIVE DATE**  
 12/31/12

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**MERGER OR SHARE EXCHANGE**  
**GOLD STANDARD, INC.**

Certificate of Status	0
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DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

12 DEC 12 AM 10:21

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12/12/2012

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Gold Standard, 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:

Renee Simonton

Contact Person

Reed Elsevier

Firm/Company

1105 N. Market Street, Fifth Floor

Address

Wilmington, Delaware 19801

City/State and Zip Code

Simonton, Renee P. (REI-WDE) <renee.simonton@reedelsevier.com>

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Renee Simonton

Name of Contact Person

At ( 302 )

884-8311

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

EFFECTIVE DATE

12/31/12

## **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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
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Gold Standard, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
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Mc Strategies, Inc.

Georgia

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** 12 / 31 / 12 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more 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 12/7/12

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 12/7/12

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)

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TALLAHASSEE, FLORIDA

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

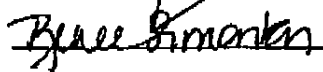
Typed or Printed Name of Individual & Title

Gold Standard, Inc.



Mark Seeley, Senior Vice President

Mc Strategies, Inc.



Renee Simonton, Vice President

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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into this 7th day of December, 2012 to become effective on the Effective Date (as hereinafter defined), by and among MC STRATEGIES, INC., a Georgia corporation (herein "MCS"), and GOLD STANDARD INC., a Florida corporation (herein "GS").

### WITNESSETH:

WHEREAS, MCS is a corporation duly organized and validly existing under Georgia law and has authorized capitalization which consists of 1,000 shares of common stock, par value \$.01 per share of which 1,000 shares are issued and outstanding as of the date hereof; and

WHEREAS, GS is a corporation duly organized and validly existing under Florida law and has an authorized capitalization of 50,000,000 shares of common stock, \$.01 par value per share, of which 100 shares are issued and outstanding as of the date hereof; and

WHEREAS, in all respects, and subject to the approval of the shareholders of MCS and GS, the respective Boards of Directors of MCS and GS deem it advisable and to the advantage, welfare and best interests of such corporations and the shareholders of each such corporation to merge MCS with and into GS pursuant to the provisions of the Georgia Business Corporation Code and the Florida Business Corporation Act (collectively the "Corporation Laws") upon the terms and conditions hereinafter set forth:

1. **Merger.** Upon the terms and subject to the conditions hereof and in compliance with the provisions of the Corporation Laws, MCS shall, on the Effective Date (as hereinafter defined), be merged with and into GS which shall be the surviving corporation and which shall continue to exist as the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") under the name of "Gold Standard, Inc.," to be governed by the provisions of the Florida Business Corporation Act. The separate existence of MCS (sometimes hereinafter referred to as the "Merging Corporation") shall cease on the Effective Date (as hereinafter defined) in accordance with the provisions of the Georgia Business Corporation Code.
2. **Charter.** The Amended and Restated Articles of Incorporation of GS in force and effect immediately prior to the Effective Date, shall be the Amended and Restated Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. **By-Laws.** The By-Laws of GS as in force and effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed as therein

provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. **Board of Directors.** From and after the Effective Date, the Directors of GS as in office immediately prior to the Effective Date shall be the Directors of the Surviving Corporation to hold such office, subject to the provisions of the Florida Business Corporation Act, the Amended and Restated Articles of Incorporation and the By-Laws of the Surviving Corporation, until their successors are duly elected and qualified.
5. **Officers.** From and after the Effective Date, the officers of GS as in office immediately prior to the Effective Date shall be the officers of the Surviving Corporation to hold such offices, subject to the provisions of the Florida Business Corporation Act, the Amended and Restated Articles of Incorporation and By-Laws of the Surviving Corporation, until their successors are duly elected and qualified.
6. **Purposes.** The Surviving Corporation is empowered to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida and the purposes for which the Surviving Corporation is organized are as described in GS's Amended and Restated Articles of Incorporation, as may be amended, as in force and effect immediately prior to the Effective Date.
7. **Cancellation of Shares.** As of the Effective Date and by virtue of the merger and without any action on the part of the shareholders of the Merging Corporation, all of the issued and outstanding shares of the capital stock of the Merging Corporation shall be cancelled and cease to exist. As of the Effective Date, the authorized capitalization of the Surviving Corporation shall consist of fifty million (50,000,000) shares of common stock, \$.01 par value per share, and each issued and outstanding share of common stock, \$.01 par value per share, of GS shall continue to represent one (1) share of common stock, \$.01 par value per share, of the Surviving Corporation.
8. **Shareholder Action.** MCS and REI agree that they shall cause the Plan and Agreement of Merger to be submitted to each corporation's shareholder for approval as required and in the manner prescribed by the provisions of the Corporation Laws.
9. **Effective Date.** The merger shall become effective on December 31, 2012 (the "Effective Date"), provided that the Articles of Merger have been filed with the Secretary of State of the State of Florida and the Articles of Merger have been filed with the Secretary of the State of the State of Georgia on or before such date.

10. **Effect of Merger.** Upon the Effective Date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature of the Merging Corporation and the Surviving Corporation; all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action belonging to or due to the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; title to any real estate, or any interest in real estate, or rights of any kind in any and all licenses and contracts vested in the Merging Corporation shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall then be liable for all the liabilities and obligations of the Merging Corporation; any claim existing or action or proceeding pending by or against the Merging Corporation may be processed as if the merger had not taken place, and neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.
11. **Further Acts.** In the event that this Plan and Agreement of Merger shall have been fully approved on behalf of MCS and REI in the manner prescribed by the provisions of the Corporation Laws, MCS and REI will cause to be executed and filed or recorded any document prescribed by the laws of the State of Florida and the State of Georgia, and will cause to be performed all necessary acts within the State of Florida, the State of Georgia and elsewhere to effectuate the merger. The Boards of Directors and duly elected officers of MCS and REI, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger.
12. **Termination and Abandonment.** Notwithstanding the approval of this Plan and Agreement of Merger and the merger by the respective shareholders of MCS and GS (a) this Plan and Agreement of Merger may be terminated and the merger may be abandoned, at any time prior to the filing of the Articles of Merger in the office of the Secretary of State of the State of Florida and the Articles of Merger in the office of the Secretary of the State of the State of Georgia by an instrument in writing signed by an authorized officer of MCS and GS, and upon authorization of the Boards of Directors of MCS and GS, and (b) subject to applicable law, this Plan and Agreement of Merger may be amended by an instrument in writing signed by an authorized officer of MCS and GS, and upon authorization of the respective Boards of Directors, provided that no amendment shall be so made which is materially adverse to the respective shareholders of MCS and GS.
13. **Counterparts.** This Plan and Agreement of Merger may be executed in any number of counterparts and by any of the parties hereto on separate

counterparts, each of which when so executed shall constitute an original and all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is duly executed by and on behalf of Mc Strategies, Inc. and Gold Standard, Inc. as of the date first written above.

**MC STRATEGIES, INC.**

By: 

Name: Mark Seeley

Title: Senior Vice President

Attest:

By: 

Name: Renee Simonton

Title: Assistant Secretary

**GOLD STANDARD, INC.**

By: 

Name: Mark Seeley

Title: Senior Vice President

Attest:

By: 

Name: Renee Simonton

Title: Assistant Secretary