

P930000083915

Division of Corporations

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EFFECTIVE DATE
March 29, 08

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MERGER OR SHARE EXCHANGE

FIRSTGROUP AMERICA, INC.

Certificate of Status	0
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Merger
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EFFECTIVE DATE
March 29, 08

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Articles of Merger
of
FirstGroup USA, Inc.
(a Delaware corporation)
With and Into
FirstGroup America, Inc.
(a Florida corporation)

The following articles of merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

ARTICLE I

The name and jurisdiction of the surviving corporation is FirstGroup America, Inc., a Florida corporation having as its Document Number P30000 83915 (the "Surviving Corporation").

ARTICLE II

The name and jurisdiction of the merging corporation is FirstGroup USA, Inc. a Delaware corporation (the "Merging Corporation").

ARTICLE III

An executed copy of the Plan and Agreement of Merger is attached.

ARTICLE IV

These Articles of Merger shall become effective on the date they are filed with the Florida Department of State or at 11:58 p.m. on March 29, 2008, whichever is later.

ARTICLE V

The Plan and Agreement of Merger was adopted by the board of directors and shareholders of the Surviving Corporation on March 27, 2008.

ARTICLE VI

The Plan and Agreement of Merger was adopted by the board of directors and stockholders of the Merging Corporation on March 27, 2008.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, both the Surviving Corporation and Merging Corporation have caused these Articles of Merger to be signed by an authorized officer, this the 27th day of March, 2008.

Surviving Corporation
FirstGroup America, Inc.

By: Michael L. Petrucci
Michael L. Petrucci, Assistant Secretary

Merging Corporation
FirstGroup USA, Inc.

By: Michael L. Petrucci
Michael L. Petrucci, Assistant Secretary

PLAN AND AGREEMENT OF MERGER

**Merger of
FirstGroup USA, Inc.
(a Delaware corporation)
With and Into
FirstGroup America, Inc.
(a Florida corporation)**

This Plan and Agreement of Merger made and entered into on the 27th day of March, 2008, by and between FirstGroup USA, Inc. a Delaware Corporation, and FirstGroup America, Inc. a Florida corporation (collectively, the "Parties"), and approved by resolutions adopted by the Parties.

WITNESSETH:

WHEREAS, FirstGroup USA, Inc. is a corporation organized and existing under the laws of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, Wilmington, Delaware, 19808, its Certificate of Incorporation having been filed in the Office of the Secretary of State of Delaware on June 29, 1999; and

WHEREAS, FirstGroup America, Inc. is a corporation organized and existing under the laws of the State of Florida with its registered office therein located at CSC, 1201 Hays Street, Tallahassee, Florida 32301, its Articles of Incorporation having been filed in the Office of the Secretary of State of Florida on December 8, 1993; and

WHEREAS, Section 252 of the Delaware Corporation Law permits the merger of a Delaware corporation with and into a corporation of another jurisdiction; and

WHEREAS, Section 607.1107 of the Florida Business Corporation Act permits a merger of a foreign corporation with and into a corporation of the State of Florida; and

WHEREAS, the respective boards of directors of FirstGroup USA, Inc. and FirstGroup America, Inc. deem the merger of FirstGroup USA, Inc. with and into FirstGroup America, Inc. under and pursuant to the terms and conditions herein set forth, desirable and in the best interests of the respective corporations; and

WHEREAS, the boards of directors of FirstGroup USA, Inc. and FirstGroup America, Inc. have adopted resolutions approving this Plan and Agreement of Merger and directed that this Plan and Agreement of Merger be submitted to their respective shareholders for approval.

WHEREAS, for federal income tax purposes, the parties intend the Merger to qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Parties do hereby agree, as follows:

ARTICLE I

FirstGroup USA, Inc. shall be merged with and into FirstGroup America, Inc. in accordance with the applicable provisions of the laws of the State of Delaware and the applicable provisions of the laws of the State of Florida. FirstGroup America, Inc. shall be the "Surviving Corporation".

ARTICLE II

This Merger shall become effective on the later of the filing of a Certificate of Merger with the Office of the Secretary of State of Delaware, the filing of Articles of Merger with the Office of the Secretary of State of Florida, or at 11:58 p.m. on March 29, 2008 (the "Effective Date"). Upon the Effective Date:

1. FirstGroup USA, Inc. shall merge with and into FirstGroup America, Inc. FirstGroup America, Inc. shall be the Surviving Corporation, and the separate legal existence of FirstGroup USA, Inc. shall cease except to the extent provided by the General Corporation Law of the State of Delaware in the case of a domestic corporation after its merger into a foreign corporation.
2. The name of the Surviving Corporation shall be FirstGroup America, Inc. with its registered office located at CSC, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE III

The Articles of Incorporation of FirstGroup America, Inc. as in effect on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall remain in full force and effect until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

The Bylaws of FirstGroup America, Inc. as in effect on the Effective Date shall remain the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

The directors and officers of FirstGroup America, Inc. on the Effective Date shall remain the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until their respective successors are elected and have commenced serving or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

ARTICLE IV

The manner of converting the outstanding shares of each of the constituent entities shall be as follows:

Each share of common stock of FirstGroup America, Inc. which is issued and outstanding on the Effective Date shall be cancelled. Each share of common stock of FirstGroup USA, Inc. which is issued and outstanding as of the Effective Date shall be converted into one share of common stock of FirstGroup America, Inc.

ARTICLE V

Upon the Effective Date of the Merger, all of the rights, privileges, immunities, powers, franchises, trade names and authority, and all property and assets of every kind and description, and every interest therein of FirstGroup USA, Inc. shall be vested in and be held and enjoyed by the Surviving Corporation without further act or deed. Upon the Effective Date of the Merger, all rights of creditors and all liens upon any property of FirstGroup USA, Inc. shall be preserved unimpaired, and all debts, liabilities and duties of FirstGroup USA, Inc. shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities or duties had been incurred or contracted by it.

The Surviving Corporation hereby consents to be sued and served with process in the State of Delaware and further consents to the irrevocable appointment of the Secretary of State of Delaware as its agent in the State of Delaware to accept service of process in any proceeding in the State of Delaware to enforce against the Surviving Corporation any obligation of FirstGroup USA, Inc.

ARTICLE VI

The Parties agree that they will cause to be executed, filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Florida and elsewhere to effectuate the Merger.

The Parties hereby authorize, empower and direct their respective boards of directors and officers to do any and all acts and things, and to make, execute, deliver, file and 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 or of the Merger.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, FirstGroup USA, Inc. and FirstGroup America, Inc., pursuant to the approval and authority duly given by resolutions adopted by the Parties' respective boards of directors, have caused this Plan and Agreement of Merger to be adopted, executed, acknowledged and certified in accordance with the applicable laws of the State of Delaware and the applicable laws of the State of Florida.

Dated: March 27, 2008

FirstGroup USA, Inc.

By: Michael L. Petrucci
Michael L. Petrucci, Assistant Secretary

FirstGroup America, Inc.

By: Michael L. Petrucci
Michael L. Petrucci, Assistant Secretary