

P94000029375

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
THE ANSWER GROUP, INC.

Certificate of Status	0
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2009 DEC 28 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 DEC 28 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Answer Group, Inc.	Florida	P94000029375

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TAG Support Company	Florida	P04000053848
U.S. Support Company	Florida	P04000016502
Home Team Solutions, Inc.	Florida	P06000048082

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** 1 / 1 / 2010 (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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 9/9/2009 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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 9/9/2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**AGREEMENT AND PLAN OF MERGER**

(Merger of subsidiary corporations)

The following plan of merger is submitted in compliance with section 507.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporations listed below:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Answer Group, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>TAG Support Company</u>	<u>Florida</u>
<u>U.S. Support Company</u>	<u>Florida</u>
<u>Home Team Solutions, Inc.</u>	<u>Florida</u>

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:

At the effective time, by virtue of the merger and without any further action on the part of The Answer Group, Inc. ("**TAG**"), TAG Support Company, U.S. Support Company, Home Team Solutions, Inc. or any of their respective shareholders:

- (a) All 100 shares of TAG Support Company's common stock, par value \$1.00 per share then held by TAG shall be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor;
- (b) All 100 shares of U.S. Support Company's common stock, par value \$1.00 per share then held by TAG shall be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor; and
- (c) All 100 shares of Home Team Solutions, Inc.'s common stock, par value \$1.00 per share then held by TAG shall be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

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.