

Florida Department of State
Division of Corporations
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Division of Corporations
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Account Number : FCA000000023
Phone : (850) 222-1092
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MERGER OR SHARE EXCHANGE
ADVANCED ANSWERS ON DEMAND, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE
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NAME : CT CORPORATION
FAX : 8656336092
TEL : 8653423522
SER.# : BR0K9J985188

TRANSMISSION VERIFICATION REPORT

EFFECTIVE DATE:
12/31/12

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12 DEC 28 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
ADVANCED ANSWERS ON DEMAND OF WISCONSIN, INC.
WITH AND INTO
ADVANCED ANSWERS ON DEMAND, INC.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

Advanced Answers On Demand, Inc., a Florida corporation, having Florida Document Number P95000090378 (the "*Company*"), hereby delivers to the Florida Department of State for filing these Articles of Merger for the merger of Advanced Answers On Demand Of Wisconsin, Inc., a Wisconsin corporation ("*AAOD*"), with and into the Company. The Company shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto.
2. The Merger shall become effective on December 31, 2012 (the "*Effective Date*").
3. The foregoing Plan of Merger was:

(a) Approved and adopted by the Board of Directors of AAOD, and by Advanced Answers On Demand Holding Corporation, a Florida corporation ("*Parent*"), as the sole shareholder of AAOD, on December 27, 2012.

(b) Approved and adopted by the Board of Directors of the Company, and by Parent, as the sole shareholder of the Company, on December 27, 2012.

[Signatures on following page]

Articles of Merger

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the parties as of the Effective Date.

Advanced Answers On Demand, Inc.,
a Florida corporation

By: Aaron Sokolow
Name: Aaron Sokolow
Title: Vice President of Finance and
Administration

Advanced Answers On Demand Of Wisconsin, Inc.,
a Wisconsin corporation

By: Aaron Sokolow
Name: Aaron Sokolow
Title: Vice President of Finance and
Administration

Articles of Merger

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of December 27, 2012 (this "**Agreement**"), is made and entered into by and between Advanced Answers On Demand, Inc., a Florida corporation (the "**Company**"), and Advanced Answers on Demand of Wisconsin, Inc., a Wisconsin corporation ("**AAOD**"). The Company and AAOD are sometimes referred to in this Agreement together as the "**Merging Corporations**".

WITNESSETH:

WHEREAS, the authorized capital stock of the Company consists of 500 shares of common stock, \$0.01 par value per share (the "**Common Stock**"), of which 400 shares of Common Stock are issued and outstanding, and all of which shares are owned by Advanced Answers on Demand Holding Corporation, a Florida corporation ("**Parent**");

WHEREAS, the authorized capital stock of AAOD consists of 1,000 shares of common stock (the "**AAOD Stock**"), of which 100 shares are issued and outstanding, all of which shares are owned by Parent;

WHEREAS, the boards of directors of the Company and AAOD have each approved and adopted this Agreement and have deemed it advisable that AAOD be merged with and into the Company under and pursuant to Section 607.1107 of the Florida Business Corporation Act (the "**FBCA**") and 180.1101 of the Wisconsin Business Corporation Law ("**WBCL**"), and upon the terms and conditions set forth in this Agreement; and

NOW, THEREFORE, in consideration of the premises and the covenants, provisions and agreements contained in this Agreement, and for other good and valuable consideration had and received, the Merging Corporations hereby agree as follows:

1. THE MERGER

1.1 **Merger; The Surviving Corporation.** At the Effective Time (as defined below) and in accordance with the terms and conditions of this Agreement, Section 607.1107 of the FBCA and 180.1101 of the WBCL, AAOD shall be merged with and into the Company (the "**Merger**"). At the Effective Time, the separate corporate existence of AAOD shall cease, and the Company shall continue its existence as the surviving corporation under the laws of the State of Florida (the "**Surviving Corporation**"). The name of the Surviving Corporation shall be "Advanced Answers On Demand, Inc."

1.2 **Effective Time of the Merger.** The articles of merger shall be filed with (a) the Secretary of State of the State of Florida, pursuant to Section 607.1105 of the FBCA and (b) the Secretary of State of the State of Wisconsin, pursuant to Section 180.1105 of the WBCL, as soon as practicable after the execution and delivery of this Agreement by the Merging Corporations. The Merger shall become effective as of 11:59pm eastern on December 31, 2012 (the "**Effective Time**").

1.3 **Effects of the Merger.** At the Effective Time, the effects of the Merger shall be as provided in Section 607.1106 of the FBCA and Section 180.1106 of the WBCL.

Plan of Merger

1.4 Articles of Incorporation of the Surviving Corporation. The articles of incorporation of the Company shall be the articles of incorporation of the Surviving Corporation.

1.5 Bylaws of the Surviving Corporation. The bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation, until thereafter amended as provided by the FBCA; the provisions of the articles of incorporation of the Surviving Corporation and such bylaws.

1.6 Directors and Officers of the Surviving Corporation. The directors and officers of the Company in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation from and after the Effective Time until their respective successors are duly elected and qualified.

1.7 Registered Agent. The designated registered agent for service of process for the Company shall be the registered agent for service of process for the Surviving Corporation.

2. CAPITAL MATTERS

1.8 Cancellation of the Company Stock. At the Effective Time, and without any further action on the part of the Company or AAOD, each then issued and outstanding share of AAOD Stock shall be canceled and extinguished and shall cease to exist and no payment shall be made with respect thereto.

3. TERMINATION

This Agreement may be terminated and the Merger abandoned by appropriate mutual action by the respective Boards of Directors of the Merging Corporations at any time prior to the Effective Time.

4. MISCELLANEOUS

1.9 Further Action by AAOD. If, after the Effective Time, the Surviving Corporation considers it advisable that any further conveyances, agreements, documents, instruments, assurances or any other actions are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property, rights, interest, privileges, powers or franchises of AAOD or otherwise to carry out the provisions of this Agreement, then the directors or officers of AAOD last in office shall execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments or assurances, and shall do and perform all other acts necessary or proper. If a sufficient number of the directors or officers of AAOD last in office are not able or available to execute such documentation or perform such acts, then the directors and officers of the Surviving Corporation shall be authorized to act on behalf of AAOD.

1.10 Captions, Counterparts and Signatures. The captions in this Agreement are for convenience only and shall not be considered a part, or to affect the construction or interpretation, of any provision of this Agreement. This Agreement may be executed in two or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument. A photocopy, facsimile or other electronic transmission

(including in Adobe PDF format) of any signature necessary to authorize, adopt or execute this Agreement or any other document necessary to effect the Merger shall be treated for all purposes as an original signature.

1.11 Complete Agreement. This Agreement contains the complete agreement among all parties with respect to the Merger and supersedes all prior agreements and understandings with respect to the Merger.

1.12 Governing Law. This Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of Florida without regard to principles of conflicts of laws.

[Remainder of Page Intentionally Blank – Signature Page Follows]

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

ADVANCED ANSWERS ON DEMAND, INC.

By: *Aaron Sokolow*
Name: Aaron Sokolow
Title: Vice President of Finance and
Administration

ADVANCED ANSWERS ON DEMAND OF
WISCONSIN, INC.

By: *Aaron Sokolow*
Name: Aaron Sokolow
Title: Vice President of Finance and
Administration

Plan of Merger