

P97000003948

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EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Survivor Company:

Oasis Outsourcing Holdings, Inc.

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ARTICLES OF MERGER

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

FIRST: That **Oasis Outsourcing Holdings, Inc.**, the Surviving Corporation, Document Number P97000003948, is incorporated and duly organized under the laws of the State of Florida.

SECOND: That **Agency Solutions International, Inc.**, the Merging Corporation, Document Number P970000025150, is incorporated and duly organized under the laws of the State of Florida.

THIRD: That attached as Exhibit A hereto is the Plan of Merger between the Surviving Corporation and the Merging Corporation setting forth the terms of the Merger.

FOURTH: That the Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: That the holders of a majority of the outstanding stock of the Surviving Corporation entitled to vote have approved the Merger and Plan of Merger by written consent on the date hereof.

SIXTH: That the holders of a majority of the outstanding stock of the Merging Corporation entitled to vote have approved the Merger and Plan of Merger by written consent on the date hereof.

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IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned as of April 29, 2011.

SURVIVING CORPORATION:

OASIS OUTSOURCING HOLDINGS, INC.
a Florida corporation

By: 

Name: Terry P. Mayotte

Title: Chief Financial Officer

MERGING CORPORATION:

AGENCY SOLUTIONS INTERNATIONAL, INC.
a Florida corporation

By: 

Name: Terry P. Mayotte

Title: Chief Financial Officer

EXHIBIT A
PLAN OF MERGER

The names of the parties to the merger (the "Merger") are **Oasis Outsourcing Holdings, Inc.**, a Florida corporation (the "Surviving Corporation"), and **Agency Solutions International, Inc.**, a Florida corporation (the "Merging Entity").

The Terms and Conditions of the Merger are as follows:

A. **Merger.** The Merging Entity shall be merged with and into the Surviving Corporation. The Surviving Corporation shall be the survivor of the merger in the State of Florida under its present name. The Articles of Incorporation and Bylaws, identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger, and the franchises, existence and rights of the Merging Entity shall be merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. The separate and individual existence of the Merging Entity shall cease and terminate as of the Effective Time of the Merger (as hereinafter defined).

B. **Effective Time of Merger.** The merger of the Merging Entity with and into the Surviving Corporation shall be effective as set forth in the Articles of Merger (the "Effective Time of Merger").

C. **Directors and Officers of the Surviving Corporation.** The directors and/or officers of the Surviving Corporation immediately prior to the Effective Time of Merger shall be the directors and/or officers of the Surviving Corporation, from and after the Effective Time of Merger, until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal, all in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

D. **Conversion.** The interests, shares, obligations or other securities of each of the Merging Entity will be converted into shares of common stock of the Surviving Corporation.