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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Service Zone Holdings, LLC

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	$60.00

C. LEWIS
SEP 2 2010
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SERVICE ZONE HOLDINGS, LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

Beth Correll
Contact Person

Sital Worldwide Corporation
Firm/Company

Two American Center, 3102 West End Ave, Ste 1000
Address

Nashville, TN 37203
City, State and Zip Code

Beth.Correll@sitel.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Beth Correll at (615) 301-7320
Name of Contact Person — Area Code and Daytime Telephone Number

☒ Certified Copy (optional) $8.75

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER OF
SERVICE ZONE, INC.
INTO AND WITH
SERVICE ZONE HOLDINGS, LLC

1. The names of the entities proposing to merge pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act and Section 607 of the Florida Business Corporation Act are Service Zone, Inc., a Florida corporation ("SZ Florida") and Service Zone Holdings, LLC, a Delaware limited liability company ("SZH Delaware"). The name of the surviving entity into which SZ Florida plans to merge is Service Zone Holdings, LLC, a Delaware limited liability company.

2. The effective time of the merger (the "Effective Time") will be at 11:59 Eastern Daylight Time on September 1, 2010. At the Effective Time, and without any action on the part of the holder thereof, the issued and outstanding shares of SZ Florida will be cancelled and the membership interests of SZH Delaware will remain unchanged.

3. From and after the Effective Time, until changed or amended: (i) the officers and directors of SZH Delaware will be the officers and directors of the surviving entity; (ii) the Certificate of Formation of SZH Delaware will be the Certificate of Formation of the surviving entity; and (iii) the Operating Agreement of SZH Delaware will be the Operating Agreement of the surviving entity.

4. This Plan and Agreement of Merger shall constitute a "plan of reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury regulations thereunder and the merger is intended to constitute a reorganization within the meaning of Section 368(a) of the Code and the Treasury regulations thereunder.

SERVICE ZONE, INC.

By: David Beckman, Jr.
David Beckman, Jr., Secretary
Date: August 30, 2010

SERVICE ZONE HOLDINGS, LLC

By: David Beckman, Jr.
David Beckman, Jr., Director
Date: August 30, 2010

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TALLAHASSEE, FLORIDA

Articles of Merger
For
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following *Florida Profit* and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

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Name	Jurisdiction	Form/Entity Type
SERVICE ZONE, INC.	FLORIDA	CORPORATION
SERVICE ZONE HOLDINGS, LLC	DELAWARE	LIMITED LIABILITY CO.

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
SERVICE ZONE HOLDINGS, LLC	DELAWARE	LIMITED LIABILITY CO.

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

September 1, 2010 at 11:59pm Central Daylight Time

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

TWO AMERICAN CENTER

3102 WEST END AVENUE, SUITE 1000

NASHVILLE, TENNESSEE 37203

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SERVICE ZONE, INC.	[signature]	David Beckman, Jr., Secretary
SERVICE ZONE HOLDINGS, LLC	[signature]	David Beckman, Jr., Director

Corporations:	Chairman, Vice Chairman, President or Officer *(If no directors selected, signature of incorporator.)*
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: $35.00 Per Party

Certified Copy (optional): $8.75

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

Name	Jurisdiction	Form/Entity Type
SERVICE ZONE, INC.	FLORIDA	CORPORATION
SERVICE ZONE HOLDINGS, LLC	DELAWARE	LIMITED LIABILITY CO.

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

Name	Jurisdiction	Form/Entity Type
SERVICE ZONE HOLDINGS, LLC	DELAWARE	LIMITED LIABILITY CO.

THIRD: The terms and conditions of the merger are as follows:

1. At the effective time of the merger the issued and outstanding shares of Service Zone, Inc. will be cancelled, and the membership interests of Service Zone Holdings, LLC will remain unchanged.

2. The members and managers of Service Zone Holdings, LLC will be the members and managers of the surviving entity.

3. The Certificate of Formation of Service Zone Holdings, LLC will be the Certificate of Formation of the surviving entity.

4. The Limited Liability Company Agreement of Service Zone Holdings, LLC will be the Limited Liability Company Agreement of the surviving entity.

(Attach additional sheet if necessary)

5. This Plan and Agreement of Merger shall constitute a "plan of reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code") and the Treasury regulations thereunder and the merger is intended to constitute a reorganization within the meaning of Section 368(a) of the Code and the Treasury regulations thereunder.

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TALLAHASSEE, FLORIDA

FOURTH:

A. *The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:*

At the effective time of the merger the issued and outstanding shares of Service Zone, Inc. will be cancelled and the membership interests of Service Zone Holdings, LLC will remain unchanged.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no rights to acquire interests, shares, obligations or other securities of either of the merged parties.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

The management of the limited liability company is vested in a board of directors whose names and business address are as follows:

David Beckman, Jr., David Garner, Dagoberto Quintana and Patrick Dupuis

Two American Center

3102 West End Avenue, Suite 1000

Nashville, Tennessee 37203

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

There are no statements that are required by the laws under which each other business entity is formed, organized, or incorporated.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

There are no other provisions relating to the merger.

(Attach additional sheet if necessary)