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Shelby Cnty Judge of Probate, AL
09/27/2011 02:29:25 PM FILED/CERT

**ARTICLES OF MERGER
OF
PRECISION RISK MANAGEMENT SYSTEMS, INC.
INTO
PRECISION RISK MANAGEMENT SYSTEMS, INC.**

Alabama
Sec. Of State
Entity Change D/C
209-714 7/27/2011
Date 17:00
Time 110923 5 PM
File \$100.00
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Pursuant to the provisions of Section 4-27-1101 et. seq. of the Arkansas Code Annotated (the "Arkansas Act"), and Section 10A-2-11.05 of the Alabama Business and Nonprofit Entity Code (the "Alabama Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging Precision Risk Management Systems, Inc., an Alabama corporation (the "Merged Corporation"), into Precision Risk Management Systems, Inc., an Arkansas corporation (the "Surviving Corporation").

1. The names of the undersigned corporations, the states under the laws of which they are organized and corporate filing number or entity number are, respectively:

<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>Filing No./ Entity ID #</u>
Precision Risk Management Systems, Inc.	Arkansas	811000848
Precision Risk Management Systems, Inc.	Alabama	209-714

2. The laws of the States of Arkansas and Alabama permit this Merger.

3. The merger shall be effective the date that the Articles of Merger have been filed with the Secretaries of State of Arkansas and Alabama (the "Merger Effective Date").

4. Effective upon the Merger Effective Date the name of the Surviving Corporation shall be Precision Risk Management Systems, Inc., and is to be governed by the laws of the State of Arkansas.

5. The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan"), and a copy will be kept on file at the principal place of business of the Surviving Corporation located at 4604 Dawson Drive, Suite 201, North Little Rock, Arkansas 72116.

6. The President of the Merged Corporation hereby certifies that the Plan was unanimously adopted by the Board of Directors and unanimously approved by the Shareholders of the Merged Corporation on July 12, 2011. Of the 100 shares of authorized and issued common stock of the Merged Corporation, 100 shares voted for and 0 voted against the Plan of Merger.

7. The President of the Surviving Corporation hereby certifies that the Plan was unanimously adopted by the Board of Directors and unanimously approved by the Shareholders of the Surviving Corporation on July 12, 2011. Of the 100 shares of authorized and issued

common stock of the Surviving Corporation, 100 shares voted for and 0 voted against the Plan of Merger.

8. The Articles of Incorporation of the Merged Corporation are filed in Shelby County, Alabama.

9. The Surviving Corporation appoints the Alabama Secretary of State as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of the Merged Corporation. The Merged Corporation specifies the address to which a copy of the process shall be mailed to it by the Alabama Secretary of State is: One Information Way, Suite 210, Little Rock, Arkansas 72202, Attn: Samuel R. Baxter.

These Articles of Merger have been signed and acknowledged by the President of the Merged Corporation and the President of the Surviving Corporation subject to penalties imposed by law for the submission of a materially or fraudulent instrument.

MERGED CORPORATION:

Precision Risk Management Systems, Inc.,
An Alabama corporation

By: _____

(Gregory W. Ellis, President)

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SURVIVING CORPORATION:

Precision Risk Management Systems, Inc.,
An Arkansas corporation

By: _____

(Gregory W. Ellis, President)

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Exhibit "A"

PLAN OF MERGER

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This Plan of Merger is made and entered into this 12th day of July, 2011, by and between Precision Risk Management Systems, Inc., an Arkansas corporation (the "Surviving Corporation"), and Precision Risk Management Systems, Inc., an Alabama corporation (the "Merged Corporation"). The Surviving Corporation and the Merged Corporation are collectively referred to herein as the "Constituent Corporations".

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Arkansas.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Alabama.

WHEREAS, the Shareholders of each of the Constituent Corporations have unanimously established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation in a transaction intended to qualify as a tax-free reorganization under the Internal Revenue Code of 1986, as amended. Surviving Corporation's existence as a corporation under the laws of the State of Arkansas shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President of each of Surviving Corporation and Merged Corporation, hereby executes this Plan of Merger for the purposes of complying therewith.

1. Names of the Merging Corporations. The names of the corporations that are parties to the merger are as follows:

- (a) Precision Risk Management Systems, Inc., an Arkansas corporation.
- (b) Precision Risk Management Systems, Inc., an Alabama corporation.

2. Name of Surviving Corporation. The name of the Surviving Corporation shall be Precision Risk Management Systems, Inc., an Arkansas corporation.

3. Merger Effective Date. The merger shall be effective the date that the Certificate and Articles of Merger have been filed with the Secretaries of State of Arkansas and Alabama (the "Merger Effective Date").

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4. Terms and Conditions. Upon the Merger Effective Date:

(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Arkansas.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

5. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the Merger Effective Date all stock of the Merged Corporation shall be canceled.

6. No Changes in the Bylaws. The Bylaws of the Surviving Corporation in effect at the Merger Effective Date shall be and remain the Bylaws of the Surviving Corporation until the same is altered, amended, or repealed.

7. No Changes in the Certificate of Formation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

8. Officers. The Officers of the Surviving Corporation in office at the time the Merger Effective Date shall be and remain the Officers of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

9. Further Assurances. At any time or from time to time after the Merger Effective Date, the last acting officers of the Merged Corporation and the appropriate officers of the Surviving Corporation shall execute and deliver all such proper deeds, bills of sale, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation, title to and possession of all of the Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger.

10. Miscellaneous. A copy of the Plan of Merger will be kept on file at the place of business of the Surviving Corporation, located at 4604 Dawson Drive, Suite 201, North Little Rock, Arkansas 72116, and a copy of the Plan of Merger will be provided upon request.

IN WITNESS WHEREOF, this Plan of Merger has been approved and executed by the President of each of the Surviving Corporation and the Merged Corporation.

SURVIVING CORPORATION:

Precision Risk Management Systems, Inc.,
an Arkansas corporation

By: _____
Greg Ellis, President

MERGED CORPORATION:

Precision Risk Management Systems, Inc.,
an Alabama corporation

By: _____
Greg Ellis, President

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Secretary of State
State of Alabama
I hereby certify that this is a true and complete
copy of the document filed in this office on
July 27, 2011
DATE: September 23, 2011
Beth Chapman
Secretary of State B24

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