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COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

May 31, 2011

BETH EPSTEIN  
UCC RETRIEVALS INC  
7288 HANOVER GREEN DR  
MECHANICSVILLE, VA 23111

## RECEIPT

RE: EMGlobal LLC

ID: S150311 - 1

DCN: 11-05-26-1231

Dear Customer:

This is your receipt for \$25.00, covering the fees for filing articles of merger with this office.

This is also your receipt for \$100.00 to cover the fee(s) for expedited service(s).

The effective date of the certificate of merger is May 31, 2011.

Each non-surviving entity:

EMGlobal LLC

is merged into EMGLOBAL LLC (AN IL LLC NOT REGISTERED IN VA).

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the CommissionMERGRCPT  
MERGACPT  
CIS0322

# HOLD FOR PICK-UP FOR

UCC RETRIEVALS, INC.  
BETH EPSTEIN / TRACI GOODMAN / MARY COLLINS  
7288 HANOVER GREEN DR.  
MECHANICSVILLE, VA 23111  
(804) 559.5919

STATE CORPORATION COMMISSION  
1300 EAST MAIN STREET  
RICHMOND VA 23209-1197

MAY 26, 2011

*W* S150311-1  
110526 1231

**NEXT DAY EXPEDITE!!**

DEAR SIRs,

PURSUANT TO INSTRUCTIONS OF COUNSEL, I ENCLOSE FOR FILING ON BEHALF OF:

**EMGLOBAL LLC**

ARTICLES OF MERGER

CHECK(S) IN PAYMENT OF THE REQUIRED FEES ARE ENCLOSED. I WOULD APPRECIATE YOU TELEPHONING ME AT (804) 559-5919 IF THERE IS A PROBLEM WITH THIS FILING AND TO ADVISE ME WHEN THE EVIDENCE IS AVAILABLE TO BE PICKED UP.

THANK YOU FOR YOUR ASSISTANCE IN THIS REGARD.

SINCERELY,  
BETH EPSTEIN

Dom Merger of  
EMGlobal LLC, a VA  
reg. into EMgrlobal  
LLC, an IL LC +  
the surviving LLC

25  
Exp 100  
125  
5/31/2011  
*W*



SCC21.2  
(08/07)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION  
CLERK'S OFFICE  
1300 E MAIN ST  
RICHMOND, VA 23219  
(804) 371-9733  
(866) 722-2551 Toll-free in Virginia

# Expedited Service Request

## Business Entity Filing

\*\*Read Information & Instructions pages before completing this form\*\*

**This form MUST be completed and placed on top of EACH document that is submitted for expedited review and processing.**

|                                     |   |
|-------------------------------------|---|
| <b>Entity Name:</b><br>EMGLOBAL LLC | <b>Entity's SCC ID No. (if known):</b><br>S150311 |
|-------------------------------------|---|

**Return Evidence of Filing To:**  
(Correspondent's name and address)

BETH EPSTEIN  
UCC RETRIEVALS, INC.  
7288 HANOVER GREEN DRIVE  
MECHANICSVILLE, VA 23111

Contact Person: BETH EPSTEIN

Phone Number: ( 804 ) 559 - 5919 ext 15

Fax Number: ( 804 ) 559 - 5920

E-mail: corporate@uccretrievals.com

**Return Evidence of Filing By:**  
(mark all that apply)

Hold for Pickup (Available at 4:00 p.m.)

First-Class Mail

USPS Express Mail  
(Prepaid envelope required.)

Overnight via  UPS  Fed Ex  
(Completed airbill with account number required.)

Fax (Additional charge of \$25. Only available for Expedited Filings, Categories A and C.)

Complete, if not correspondent:

Name: \_\_\_\_\_

Fax No.: (     ) \_\_\_\_\_ - \_\_\_\_\_

~~~ See Information & Instructions for description of categories. ~~~

|                                                                    |                                                                                  |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------|
| <b>Expedited Service(s) Requested:</b><br>(mark service requested) | <b>***Expedite Fee(s):</b><br>***(does not include filing fee(s) – see footnote) |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------|

**Category A** Expedite Business Entity Document listed in Schedule A

|                                                                        |        |
|------------------------------------------------------------------------|--------|
| <input type="checkbox"/> Same Day Service (In by Noon)                 | \$ 200 |
| <input checked="" type="checkbox"/> Next Day Service (In by 4:00 p.m.) | \$ 100 |

**Category B** Preliminary Review of a Document listed in Schedule A  
(2<sup>nd</sup> Business Day Service Only – In by 4:00 p.m.)  
(Note: No fee if document is a preliminary review resubmission within 30 days of initial submission.)

\$ 50

**Category C** Expedite Business Entity Document listed in Schedule C  
(Next Day Service Only – In by 4:00 p.m.)

\$ 50

Reinstatement Packet

\$ 50

**FOR OFFICE USE ONLY**

110526 1231

I/O

*[Signature]*

\*\*\* Remember to include payment for all applicable fees (e.g., charter/entrance, reinstatement, filing, fax and expedite fees)

CIS0322 CIS 05/27/11  
 1 36 LLCM3220 LLC DATA INQUIRY 10:04:06  
 LLC ID: S150311 - 1 STATUS: 00 ACTIVE STATUS DATE: 10/31/07  
 LLC NAME: EMGlobal LLC

DATE OF FILING: 04/05/2005 PERIOD OF DURATION: INDUSTRY CODE: 00  
 STATE OF FILING: VA VIRGINIA MERGER INDICATOR:

CONVERSION/DOMESTICATION INDICATOR:

P R I N C I P A L O F F I C E A D D R E S S

STREET: 322 DRY MILL RD SW  
 PO BOX 2943

CITY: LESBURG STATE: VA ZIP: 20177-0000

R E G I S T E R E D A G E N T I N F O R M A T I O N

R/A NAME: MICHAEL C BARNES

STREET: 2009 N 14TH ST STE 414

CITY: ARLINGTON STATE: VA ZIP: 22201-0000

R/A STATUS: 1 MEMBER/MANAGER EFF DATE: 08/22/07 LOC: 106 ARLINGTON COUNT

|      |      |         |          |         |
|------|------|---------|----------|---------|
| YEAR | FEES | PENALTY | INTEREST | BALANCE |
|------|------|---------|----------|---------|

11

COMMAND: .....

4AÛ

05,016

*AGS 3/10*

CIS0322

CIS

05/27/11

1 36 LLCM3240

MICROFILM INQUIRY

10:04:08

LLC ID: S150311 - 1      LLC STATUS: 00    ACTIVE

LLC NAME: EMGlobal LLC \_\_\_\_\_

COURT LOCALITY: 106 ARLINGTON COUNTY

| MICROFILM NO  | DOCUMENT TYPE         | DATE     | PAGES |
|---------------|-----------------------|----------|-------|
| 07 08 06 1681 | LLRA > LLC REGISTERED | 08/22/07 | 1     |
| 05 04 02 0704 | LLNC > NEW LLC        | 04/05/05 | 2     |

COMMAND: .....

4AÛ

06,014

LLS WORK

S150311 - 1

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, MAY 31, 2011

The State Corporation Commission finds the accompanying articles submitted on behalf of

**EMGLOBAL LLC (AN IL LLC NOT REGISTERED IN VA)**

comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

**CERTIFICATE OF MERGER**

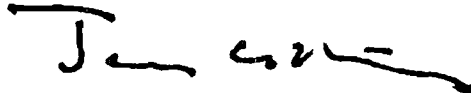
be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective May 31, 2011. Each of the following:

EMGlobal LLC

is merged into EMGLOBAL LLC (AN IL LLC NOT REGISTERED IN VA), which continues to exist under the laws of ILLINOIS with the name EMGLOBAL LLC (AN IL LLC NOT REGISTERED IN VA), and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



James C. Dimitri  
Commissioner

MERGACPT  
CIS0322  
11-05-26-1231

ARTICLES OF MERGER

MERGING

EMGLOBAL LLC S150311-1  
(A VIRGINIA LIMITED LIABILITY COMPANY)

WITH AND INTO

EMGLOBAL LLC *nm dem*  
(AN ILLINOIS LIMITED LIABILITY COMPANY)

\*\*\*\*\*

The undersigned limited liability company organized and existing under and by virtue of the Limited Liability Company Act of Virginia (the "Act"), set forth below, pursuant to Title 13.1, Chapter 12, Article 13 of the Act, does hereby certify the following:

**FIRST:** That the name of the surviving company is EMGlobal LLC, an Illinois limited liability company, and the name of the company being merged into this surviving company is EMGlobal, LLC, a Virginia limited liability company.

**SECOND:** That the merger is permitted under the laws of the State of Illinois under whose law the surviving company is organized and that the surviving company is in compliance with the laws of Illinois in effecting the merger.

**THIRD:** That the Agreement and Plan of Merger has been adopted by the members of EMGlobal LLC, a Virginia limited liability company pursuant to Section 13.1-1072 of the Act, and that the Agreement and Plan of Merger is set forth in full as Exhibit A attached hereto and made a part hereof.

**FOURTH:** The name of the surviving company is EMGlobal LLC, an Illinois limited liability company.

**FIFTH:** The Articles of Organization of the surviving company shall be its Articles of Organization.

**SIXTH** The merger is to become effective upon filing.

**SEVENTH:** The Agreement and Plan of Merger is on file at 815 Lathrop Avenue, River Forest, Illinois 60305, which is the principal office of the surviving company.

[Signature Page Follows]

IN WITNESS WHEREOF, said surviving company and non-surviving company have caused this certificate to be signed by an authorized persons, the 2nd day of May, 2011.

NON-SURVIVING COMPANY  
EMGLOBAL LLC,  
a Virginia limited liability company

By: Andrea G. Barthwell  
Name: Andrea G. Barthwell, M.D.  
Its: Member

SURVIVING COMPANY  
EMGLOBAL LLC,  
an Illinois limited liability company

By: Andrea G. Barthwell  
Name: Andrea G. Barthwell, M.D.  
Its: Member



**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

(see attached)

**AGREEMENT AND PLAN OF MERGER**

dated as of

May 2, 2011

between

**EMGlobal LLC,**  
(a Virginia limited liability company)

and

**EMGlobal LLC,**  
(an Illinois limited liability company)

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of May 2, 2011, between EMGlobal LLC, a Virginia limited liability company ("**Non Survivor**"), and EMGlobal LLC, an Illinois limited liability company ("**Survivor**").

The parties hereto agree as follows:

### ARTICLE 1 THE MERGER

Section 1.01. *The Merger.* (a) Non-Survivor shall be merged (the "**Merger**") with and into Survivor in accordance with the requirements of the Limited Liability Company Act of the State of Illinois ("**Illinois Law**") and the Virginia Limited Liability Company Act ("**Virginia Law**") and in accordance with the terms and conditions hereof, whereupon the separate corporate existence of Non-Survivor shall cease in accordance with Virginia Law, and Survivor shall continue as the surviving corporation in accordance with Illinois Law. As of the Effective Time, the name of the Surviving Corporation shall be "EMGlobal LLC" (the "**Surviving Company**").

(b) As soon as practicable after satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, Non-Survivor and Survivor will file a Articles of Merger with the Illinois Secretary of State and make all other filings or recordings required by Illinois Law and Virginia Law in connection with the Merger.

(c) The Surviving Company shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions and disabilities of Non-Survivor and Survivor, all as provided under Illinois Law.

### ARTICLE 2 THE SURVIVING COMPANY

Section 2.01. *Articles of Organization.* The Articles of Organization of Survivor shall be the Articles of Organization of the Surviving Company until amended in accordance with applicable law.

Section 2.02. *Operating Agreement.* The operating agreement of Survivor shall be the operating agreement of the Surviving Company until amended in accordance with applicable law.

Section 2.03. *Principal Place of Business.* The principal place of business of the Surviving Corporation shall be 815 Lathrop Avenue, Lake Forest, Illinois 60305.

### ARTICLE 3

#### EFFECTS OF THE MERGER: CONVERSION OF MEMBERSHIP INTERESTS

Section 3.01. *Non-Survivor Membership Interests.* At the Effective Time, each Membership Interest of the Non-Survivor issued and outstanding immediately prior to the Effective Time ("Non-Survivor Interests") shall, by virtue of the Merger and without any action by the holder of such Non-Survivor Interests or any other person, automatically be converted into an equal number of Survivor Membership Interests ("Survivor Interests")

Section 3.02 *Survivor Membership Interests.* At the Effective Time, each Survivor Interest issued and outstanding immediately prior to the Effective Time shall remain one Membership Interest of the Survivor.

### ARTICLE 4

#### CONDITIONS TO THE MERGER

Section 4.01. *Conditions to Obligations of Each Party.* The obligations of the parties to consummate the Merger are subject to the satisfaction of the following conditions:

- (a) this Agreement shall have been approved and adopted by the managers and members of Non-Survivor in accordance with Virginia Law and by the managers and members of Survivor in accordance with Illinois Law; and
- (b) no provision of any applicable law or regulation and no judgment, injunction, order or decree shall prohibit the consummation of the Merger.
- (c) The merger is permitted by the laws of the State of Illinois and the Survivor has complied with said laws in effecting the merger.

ARTICLE 5  
TERMINATION

Section 5.01. *Termination.* This Agreement may be terminated and the Merger may be abandoned at any time prior to the filing of the Articles of Merger with the Illinois Secretary of State by either Non-Survivor or Survivor.

ARTICLE 6  
MISCELLANEOUS

Section 6.01. *Successors and Assigns.* The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

Section 6.02. *Amendment.* At any time prior to the filing of the Articles of Merger with the Illinois Secretary of State, this Agreement may be amended in a written agreement executed by the parties hereto.

Section 6.03 *Governing Law.* This Agreement shall be construed in accordance with and governed by the laws of the State of Illinois, without giving effect to principles of conflicts of law.

Section 6.04. *Counterparts; Effectiveness.* This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

**[Signature Page Follows]**

*Signature Page to Agreement and Plan of Merger*

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

NON-SURVIVING COMPANY  
**EMGlobal LLC,**  
a Virginia limited liability company

By: Andrea G. Barthwell  
Name: Andrea G. Barthwell, M.D.  
Its: Member

SURVIVING COMPANY  
**EMGlobal LLC,**  
an Illinois limited liability company

By: Andrea G. Barthwell  
Name: Andrea G. Barthwell, M.D.  
Its: Member