

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"APAC-ALABAMA, INC.", A DELAWARE CORPORATION,

"APAC-FLORIDA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "APAC-GEORGIA, INC." UNDER THE NAME OF

"APAC-GEORGIA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2003, AT 3:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2003.

RECORDED IN OFFICIAL RECORDS
INSTRUMENT # 2005181920 7 PGS
2005 AUG 15 04:04 PM
KAREN E. RUSHING
CLERK OF THE CIRCUIT COURT
SARASOTA COUNTY, FLORIDA
FMILLER Receipt#671038



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050577788

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4016225

DATE: 07-13-05

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T /// SECRETARY OF STATE /// O
A DIVISION OF CORPORATIONS /// I
M FILED / 03/25/PA/03/25/2003 / D
P /// 0000000000 / 0000000000 ///
BY Cheryl Nyatt

CERTIFICATE OF MERGER
Of
APAC-Alabama, Inc. and APAC-Florida, Inc.
Into
APAC-Georgia, Inc.
[Pursuant to Title 8, Section 252(c)
of the Delaware General Corporation Law]

APAC-Georgia, Inc., a corporation organized and existing under the laws of the State of Georgia, does hereby certify:

FIRST: That APAC-Alabama, inc., a Delaware corporation, APAC-Florida, Inc., a Delaware corporation, and APAC-Georgia, Inc., a Georgia corporation (together, "the Constituent Corporations"), are the constituent corporations to the merger evidenced by this certificate.

SECOND: That the Constituent Corporations have entered into an Agreement and Plan of merger, which has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Title 8, Section 252(c) of the Delaware General Corporation Law.

THIRD: That the name of the surviving corporation is APAC-Georgia, Inc., a Georgia corporation ("the Surviving Corporation"), into which the Constituent Corporations are merging.

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on March 31st, 2003

SIXTH: The Agreement and Plan of Merger is on file at APAC-Georgia, Inc., 3111 Port Cobb Drive, Smyrna, Georgia 30080, a place of business of the Surviving Corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the Constituent Corporations.

EIGHTH: APAC-Georgia, Inc., the surviving corporation, agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of any of the Constituent Corporations of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to § 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State is: APAC-Georgia, Inc., 3111 Port Cobb Drive, Smyrna, Georgia 30080.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 25th day of March, A. D. 2003.

APAC-Georgia, Inc.


William B. Miller
Vice President

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 051940302
CONTROL NUMBER : J912356
DATE INC/AUTH/FILED: 06/20/1989
JURISDICTION : GEORGIA
PRINT DATE : 07/13/2005
FORM NUMBER : 215

C T CORPORATION SYSTEM
JOAN BOLDEN
1201 PEACHTREE ST NE
ATLANTA, GA 30361

CERTIFIED COPY

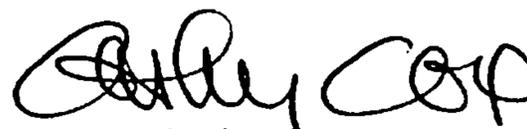
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

APAC-SOUTHEAST, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.




Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 030901028
CONTROL NUMBER : J912355
EFFECTIVE DATE : 03/31/2003
REFERENCE : 0048
PRINT DATE : 04/01/2003
FORM NUMBER : 411

C T CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA GA 30361

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

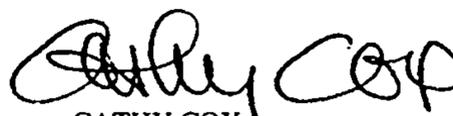
APAC-GEORGIA, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

APAC-ALABAMA, INC., A DELAWARE CORPORATION

APAC-FLORIDA, INC., A DELAWARE CORPORATION




CATHY COX
SECRETARY OF STATE

5912356
30901028

CERTIFICATE OF MERGER
Of
APAC-Alabama, Inc. and APAC-Florida, Inc.
J251900 Into 0122019
APAC-Georgia, Inc.

APAC-Georgia, Inc., a corporation organized and existing under the laws of the State of Georgia, does hereby certify:

FIRST: That APAC-Alabama, Inc., a Delaware corporation, APAC-Florida, Inc., a Delaware corporation, and APAC-Georgia, Inc., a Georgia corporation (together, "the Constituent Corporations"), are the constituent corporations to the merger evidenced by this certificate.

SECOND: That the name of the surviving corporation is APAC-Georgia, Inc., a Georgia corporation, into which the Constituent Corporations are merging.

THIRD: No amendments to the Certificate of incorporation of the surviving corporation shall result from the merger.

FOURTH: A copy of the Agreement and Plan of Merger is on file at the principal place of business of APAC-Georgia, Inc., 3111 Port Cobb Drive, Smyrna, Georgia 30080.

FIFTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the Constituent Corporations.

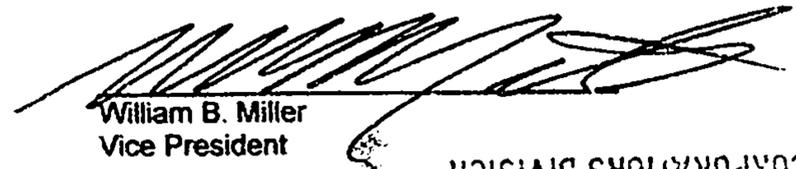
SIXTH: The merger was duly approved by the shareholders of the Constituent Corporations.

SEVENTH: The merger is to become effective on March 31st, 2003.

EIGHTH: The corporation certifies that a Notice of Merger and a publishing fee of \$40.00 have been mailed or delivered to an authorized newspaper, as required by law.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 25th day of March, A. D. 2003.

APAC-Georgia, Inc.


William B. Miller
Vice President

CORPORATIONS DIVISION

2003 APR - 1 A 11:49

SECRETARY OF STATE

APAC-GEORGIA, INC.

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 030911129
CONTROL NUMBER: J912356
EFFECTIVE DATE: 03/31/2003
REFERENCE : 0048
PRINT DATE : 04/01/2003
FORM NUMBER : 611

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

APAC-GEORGIA, INC.
A DOMESTIC PROFIT CORPORATION

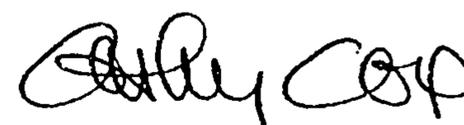
has filed articles of amendment in the Office of the Secretary of State changing its name to

APAC-SOUTHEAST, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.




Cathy Cox
Secretary of State

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J912356
3091129

ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF APAC-GEORGIA, INC.

APAC-Georgia, Inc., a Georgia corporation, does hereby certify:

FIRST: By unanimous action of the Board of Directors of APAC-Georgia, Inc. the following resolutions were duly adopted setting forth a proposed amendment of the Articles of Incorporation of said corporation as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended by changing the Article thereof numbered First so that, as amended, said Article shall be and read as follows:

"The name of the corporation shall be APAC-Southeast, Inc."

FURTHER RESOLVED, that the Certificate of Incorporation be amended further to delete the name "APAC-Georgia, Inc." wherever same shall appear and substitute therefor the name "APAC-Southeast, Inc."

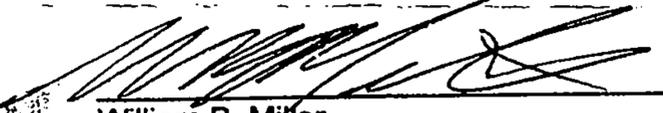
SECOND: That said amendment was duly adopted in accordance with the provisions of Section 14-2-1002 of the Georgia Code Annotated.

THIRD: That the capital of said corporation shall not be reduced under or by reason of said amendment.

FOURTH: The corporation certifies that the request for publication of a notice of intent to file articles of amendment to change the name of the corporation will be made as required by Section 14-2-1006.1(b).

IN WITNESS WHEREOF, said APAC-Georgia, Inc. has caused this certificate to be signed by William B. Miller, an Authorized Officer, this 25th day of March 2003.

APAC-GEORGIA, INC.


William B. Miller
Vice President

SECRETARY OF STATE
2003 APR - 1 A 11: 49
CORPORATIONS DIVISION

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