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MERGER OR SHARE EXCHANGE

CoAdvantage Resources 7, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

\$78.75

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**ARTICLES OF MERGER
OF
PLANSOURCE, LLC
INTO
COADVANTAGE RESOURCES 7, INC.**

Pursuant to the provisions of Sections 607.1108 and 607.1109 of the Florida Business Corporation Act (the "FBCA"), CoAdvantage Resources 7, Inc., a Florida corporation ("Merger Sub"), and PlanSource, LLC, a Colorado limited liability company ("Target"), approve and submit the following Articles of Merger to effectuate a merger of Target into Merger Sub (the "Merger"):

**ARTICLE I
PLAN OF MERGER**

The Plan of Merger of Target into Merger Sub is as follows:

1.1 Parties to the Merger. The name and jurisdiction of formation of each of the constituent entities to the Merger are as follows:

Constituent Entity	Principal Office	Jurisdiction of Formation	Document No.
CoAdvantage Resources 7, Inc. <u>P02000084590</u>	111 West Jefferson Street, Suite 700, Orlando, Florida 32801	Florida	P02000084590
PlanSource, LLC	1885 Continental View Drive, Louisville, Colorado 80027	Colorado	20071298297

1.2 Surviving Corporation. Target shall be merged into Merger Sub, with Merger Sub being the surviving corporation (the "Surviving Corporation").

1.3 Effective Time. The Merger shall become effective at 5pm EST on December 20, 2007 (the "Effective Time").

1.4 Effect of the Merger. At the Effective Time:

(a) The separate existence of Target shall cease and the corporate existence of Merger Sub shall continue as the Surviving Corporation.

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(b) The title to all real estate and other property, or any interest therein, owned by Target or Merger Sub will be vested in the Surviving Corporation without reversion or impairment.

(c) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of Target and Merger Sub.

(d) Any claim existing or action or proceeding pending by or against Target may be continued as if the Merger did not occur.

(e) The Surviving Corporation may be substituted in any claim existing or action or proceeding pending by or against Target.

(f) Neither the rights of creditors nor any liens upon the property of Target or Merger Sub shall be impaired by the Merger.

(g) The Articles of Incorporation and Bylaws of Merger Sub as amended immediately prior to the effectiveness of the Merger shall be the Articles of Incorporation (the "Articles") and Bylaws of the Surviving Corporation after the Merger.

(h) The membership interests (and the rights to acquire membership interests, obligations, or other securities) of each entity party to the merger that are to be converted into shares, rights, obligations, or other securities of the Surviving Corporation or any other corporation or into cash or other property are converted, and the former holders of the membership interests are entitled only to the rights provided in Section 1.5 below, the Agreement and Plan (as defined below) or to their additional rights, if any, under applicable law.

1.5 Conversion of Shares. Upon the Effective Time of the Merger, the outstanding shares of Merger Sub and Target shall be converted as follows:

(a) Each one-percent (1%) membership interest of Target ("Target Interest") shall be converted into and become 4,682.27 validly issued, fully paid and nonassessable share[s] of Class A Common Stock, par value \$0.10 per share of CoAdvantage Holdings, Inc., a Florida corporation ("Parent") upon presentation and delivery of a corresponding Assignment of Membership Interest to represent the transfer of such Target Interest, pursuant to that certain Agreement and Plan of Merger dated as of December 18, 2007, among Parent, Merger Sub and Target (the "Agreement and Plan"). This Section 1.5(a) shall not apply to Target Interest owned by Parent, Merger Sub or any Subsidiary (as defined in the Agreement and Plan) of Parent or Merger Sub.

(b) Each share of common stock, no par value per share, of Merger Sub ("Merger Sub Stock") outstanding immediately prior to the Effective Time of the Merger shall be converted into and become one validly issued, fully paid and nonassessable share of common stock, no par value per share, of the Surviving Corporation with the same rights, power and privileges as the shares so converted.

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(c) Each Target Interest held by Parent, Merger Sub or any Subsidiary (as defined in the Agreement and Plan) of Parent or Merger Sub immediately prior to the Effective Time of the Merger shall automatically be canceled and retired and shall cease to exist and no consideration shall be delivered or deliverable in exchange therefor.

(d) All Target Interest held immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be canceled and retired, and shall cease to exist, and each holder of Target Interest shall cease to have any rights with respect thereto, except as set forth and in accordance with Section 1.5(a) above.

ARTICLE II. AMENDMENT TO ARTICLES OF INCORPORATION

Upon the effectiveness of the Merger, the Articles of Incorporation of the Surviving Corporation shall be amended and restated as follows:

1.1 Article I of the Articles of Incorporation of the Surviving Corporation shall be amended and restated as follows:

"The name of the Corporation shall be: PlanSource Holdings, Inc."

1.2 Section C of Article VI of the Articles of Incorporation of the Surviving Corporation shall be amended and restated as follows:

"C. Except as provided in section F of this Article VI, nothing in this Article VI shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore."

1.3 Article VI of the Articles of Incorporation of the Surviving Corporation shall be amended with the addition of section F as follows:

"F. In addition to any other vote required by law, the approval of the Corporation's Board of Directors shall be necessary for the Corporation to take any of the following actions:

1. Making of any loan or series of related loans in excess of \$100,000, or the incurring or guarantee of any indebtedness in excess of \$250,000;
2. Any commitment for an expenditure or series of related expenditures in excess of \$250,000;
3. Entering into any employment agreement with any Director or formal Officer of the Corporation, including any CEO, CFO, COO, any President or Executive Vice President, any other formal Officer of the corporation, or any Director also serving as an employee of the Corporation."

1.4 Except as modified herein, the Articles of Incorporation of the Surviving Corporation shall be and remain in full force and effect.

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**ARTICLE III.
APPROVAL OF MERGER**

In accordance with the applicable provisions of the FBCA, the Agreement and Plan was approved as of November 30, 2007 by the shareholders of each class of stock of Merger Sub entitled to vote thereon by not less than the minimum number of votes required for approval by each such class.

The Agreement and Plan was approved as of December 13, 2007 by the Target in accordance with the applicable laws of Colorado.

[Signature page follows]

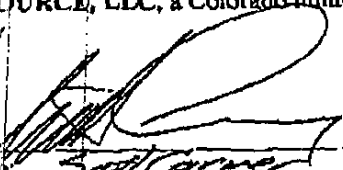
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IN WITNESS WHEREOF, these Articles of Merger have been executed in accordance with the requirements of Sections 607.1108 and 607.1109 of the FBCA by the parties as of December 18, 2007.

PLANSOURCE, LLC, a Colorado limited liability company

By: 
Name: Scott Carner
Title: CEO

COADVANTAGE RESOURCES 7, INC., a Florida corporation

By: 
Name: WILLIAM H. ROBINSON JR.
Title: SECRETARY / GENERAL COUNSEL

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