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MERGER OR SHARE EXCHANGE

BUSINESS PLANNING ASSOCIATES OF SARASOTA, INC.

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Merger
06/29/04

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Business Planning Associates of Sarasota, Inc.	Florida	P04000097756

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Business Planning Associates, Inc.	Connecticut	

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on May 11, 2004.

The Plan of Merger was adopted by the board of directors of the surviving corporation on ______________ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 11, 2004.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on ______________ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Business Planning Associates of Sarasota, Inc.	John A.T. Wilson	John A.T. Wilson, President
Business Planning Associates, Inc.	John A.T. Wilson	John A.T. Wilson, President

EXHIBIT A

Plan of Merger
of
BUSINESS PLANNING ASSOCIATES, INC. (a Connecticut corporation)
with and into
BUSINESS PLANNING ASSOCIATES OF Sarasota, INC. (a Florida corporation)

(a) **Business Planning Associates, Inc.**, a corporation organized under the laws of the State of Connecticut with a principal office at 90 Hopmeadow Street, Simsbury, Connecticut 06089 (the "**Disappearing Corporation**"), shall merge with and into **Business Planning Associates of Sarasota, Inc.**, a corporation organized under the laws of the State of Florida with a principal office at 7239 Kensington Court, University Park, Florida 34201 (the "**Surviving Corporation**"), as authorized by Title 33, Section 821 of the Connecticut General Statutes, and by Section 607.1101 of the Florida Business Corporation Statutes, and as a tax free reorganization and a statutory merger under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

(b) Upon completion of the merger, the Surviving Corporation shall be the "surviving corporation" of the merger.

(c) The name which the Surviving Corporation is **Business Planning Associates of Sarasota, Inc.**

(d) There will be no changes to the Articles of Incorporation of the Surviving Corporation as a result of the merger.

(e) As a result of the merger and effective as of the Effective Date, as defined below, all assets of the Disappearing Corporation shall be vested in the Surviving Corporation, and all liabilities of the Disappearing Corporation shall be assumed by the Surviving Corporation.

(f) As a result of the merger, each of the issued and outstanding shares of common stock of the Disappearing Corporation just prior to the Effective Date shall be converted into one share of common stock in the Surviving Corporation.

(h) There will be no change in the officers and directors of the Surviving Corporation as a result of the merger.

(i) The Surviving Corporation may be served with process in the State of Connecticut in any proceeding for enforcement of any obligation of the Disappearing Corporation, and hereby irrevocably appoints the Secretary of the State as its agents to accept service of process in any such suit or other proceeding.

(j) This merger shall become effective as of the date on which (1) a Certificate of Merger has been filed with the Secretary of the State of Connecticut, and (2) Articles of Merger have been filed with the Florida Department of State (such time and date being referred to as the "**Effective Date**").

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