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MERGER OR SHARE EXCHANGE

BRAE LEASING, INC.

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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER

OF

BRAE LEASING, LTD.
AND
BRAE LEASING, INC.

INTO

BRAE LEASING, INC.

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with § 607.1109, Florida Statutes

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Brae Leasing, Ltd	New York	Corporation
Brae Leasing, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Brae Leasing, Inc.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

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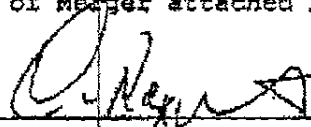
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CONSENT IN LIEU OF MEETING
OF SHAREHOLDERS AND DIRECTORS
OF BRAE LEASING, LTD
TO MERGE SAID CORPORATION

THE UNDERSIGNED, being the shareholders and
directors of Brae Leasing, Ltd., a New York corporation
(the "Corporation"), in lieu of a special combined meeting
of the shareholders and directors, hereby consents,
pursuant to the authority of Sections 615 and 708(b) of the
Business Corporation Law of New York, to the merger of the
Corporation pursuant to the Plan of Merger attached hereto.


Charles Rappaport,
Shareholder & Director


Bonnie Rappaport,
Shareholder & Director

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PLAN OF MERGER adopted on November 15, 2006 by Brae Leasing, Ltd, a business corporation of the State of New York, and by its Board of Directors and shareholders on said date, and adopted on November 15, 2006 by Brae Leasing, Inc., a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date.

1. The participating corporations, Brae Leasing, Ltd and Brae Leasing, Inc., shall pursuant to the provisions of the Business Corporation Law of the State of New York, and the provisions of the laws of the State of Florida, be merged with and into a single corporation, to wit, Brae Leasing, Inc. which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation" and which shall continue to exist as said surviving corporation under its present name. The separate existence of Brae Leasing, Ltd, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.

2. The number of outstanding shares of the terminating corporation is one hundred (100) shares, all of which are entitled to vote.

3. The number of outstanding shares of the surviving corporation is one (1) shares, which are entitled to vote.

4. The Certificate of Incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation; and said Certificate of Incorporation shall continue in full force and effect until

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amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

5. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

6. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

7. Each issued share of the terminating corporation immediately prior to the effective time and date of the merger shall be converted into .98 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date and time of the merger shall continue to represent one issued share of the surviving corporation.

8. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the

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provisions of the Business Corporation Law of the State of New York, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

9. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the Business Corporation Law of the State of New York, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The effective date of the merger shall be November 30, 2006.

11. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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