

P99000047982

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
99 MAY 24 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed for filing please find the original and a copy of the following documents along with the requested filing fees:

1. Articles of Incorporation of Braren-Walsh & Associates, Inc.; and
2. Articles of Merger (Profit corporations)

Please stamp the copy, certified and return to me at the address which appears in the heading of this letter.

Very truly yours,

Robin Finch
Robin Finch

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-05/27/99--01001--010

*****70.00 *****70.00

Enclosures

per m. Finch -
wants date of
adoption on
5/24/99 - OK
to add.

merge
5/27/99
EF

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

BRAREN-WALSH & ASSOCIATES, INC., a nonqualified corp. (Virginia)

INTO

BRAREN-WALSH & ASSOCIATES, INC., a Florida corporation,
P99000047982.

File date: May 24, 1999

Corporate Specialist: Susan Payne

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 are:

<u>Name</u>	<u>Jurisdiction</u>
Braren-Walsh & Associates, Inc.	Florida

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Braren-Walsh & Associates, Inc.	Virginia

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.

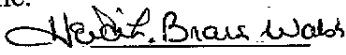
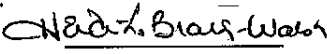
Fifth: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation by unanimous written consent on May 24, 1999.

Sixth: Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation by unanimous written consent on May 24, 1999.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Braren Walsh & Associates, Inc. (Virginia)		Heidi Braren-Walsh President
Braren Walsh & Associates, Inc. (Florida)		Heidi Braren-Walsh President

FILED
99 MAY 24 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in accordance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Braren-Walsh & Associates, Inc.	Florida

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Braren-Walsh & Associates, Inc.	Virginia

Third: The terms and conditions of the merger are as follows:

On the Effective Date, the merging corporation shall be merged into the surviving corporation in accordance with the laws of Florida and Virginia, the separate existence of the merging corporation shall cease, and the surviving corporation shall conduct the business thereof. The surviving corporation shall continue its corporate existence under the laws of Florida under the name "Braren-Walsh & Associates, Inc." (such merger being hereinafter referred to as the "**Merger**"), the Articles of Incorporation and Bylaws of the surviving corporation shall be unchanged, the surviving corporation shall possess all the rights, privileges, powers, immunities and franchises of a public as well as of a private nature, and be subject to the restrictions, disabilities and duties of each of the constituent corporations. All property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account, as well as for stock subscriptions and all other things in action or belonging to each of the constituent corporations, shall be vested in the surviving corporation. All property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the surviving corporation to the same extent as they were of the constituent corporations, and the title to any real or personal property, whether by deed or otherwise, vested in either of the constituent corporations, shall not revert or be in any way impaired by reason of the Merger; provided that all rights of creditors and all liens upon any property affected by such liens immediately prior to the time of the Merger, and all debts, liabilities and duties of the constituent corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

If at any time the surviving corporation shall deem or be advised that any further grants, assignments, confirmations or assurances are necessary or desirable to vest or to perfect or confirm of record or otherwise in the surviving corporation the title to any property of either constituent corporation, the officers of any one of them and the directors of such constituent corporation last in office shall, at the request of the surviving corporation, or their respective successors and assigns, execute or deliver any and all such deeds, assignments, confirmations and assurances and do all things necessary or proper so as to best prove, confirm and ratify title to such property in the surviving corporation or to otherwise carry-out the purposes of the Merger. The surviving corporation shall have the same power and authority to act in respect to any debts, liabilities and duties of the constituent corporations as the constituent corporations would have had, had they continued in existence.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares, obligations, or other securities of the surviving corporation or, in whole or in part, into cash or other property are as follows:

On the Effective Date, each share of the merging corporation's Common Stock shall, by virtue of the Merger and by operation of law, be converted into one (1) fully paid and non-assessable share of Common Stock of the surviving corporation, which shall be the only issued and outstanding shares of Common Stock of the Surviving Corporation at the Effective Date.

There are no other securities or rights to acquire securities of the merging corporation that are issued and outstanding.

Other Provisions relating to the merger are as follows:

None