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EXPIRATION DATE
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FILED
05 DEC 30 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR
1/9/06

JANNEY & CURD, LLP

Attorneys at Law

290 Coconut Avenue, Suite 1-A
Sarasota, FL 34236

Oliver J. Janney
Sarasota Office

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Port Washington, NY 11050

(941) 684-3314
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OliverJanney@aol.com

December 29, 2005

Via Overnight Delivery

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: The UPRAD Corp.

Dear Sirs and Mmes:

The enclosed Articles of Merger, which includes the Plan and Agreement of Merger, are submitted for filing. Enclosed is our check in the amount of \$78.75 in payment of the applicable filing fee and for one certified copy of the Articles of Merger.

Please return all correspondence concerning this matter to the following:

Oliver J. Janney
Janney & Curd, LLP
290 Coconut Avenue, Suite 1-A
Sarasota, FL 34236

For further information concerning this matter, please call the undersigned at (941) 684-3314.

Very truly yours,



Oliver J. Janney

cc: Todd D. Spignardo, Esq.
Enclosures

EFFECTIVE DATE
1/1/06

ARTICLES OF MERGER

OF

Up--Rad, Inc.
A Florida Corporation

INTO

The UPRAD Corp.
A Maryland Corporation

FILED
05 DEC 30 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with the
Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The name, address, and jurisdiction of the **merging** corporation are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Up--Rad, Inc. 40965 Knight Road Leonardtown, Maryland 20650	Florida	471567

SECOND: The name, address, and jurisdiction of the **surviving** corporation are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document No.</u>
The UPRAD Corp. 11801 Green Hill Drive Hagerstown, Maryland 21740	Maryland	D04707345

THIRD: The Plan and Agreement of Merger is attached as Exhibit A.

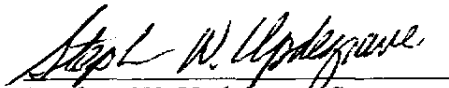
FOURTH: The merger shall become effective at 12:01 a.m. on January 1, 2006.

FIFTH: The Plan and Agreement of Merger was adopted by the shareholders of the
Surviving Corporation on December 18, 2005.

SIXTH: The Plan and Agreement of Merger was adopted by the shareholders of the
Merging Corporation on December 18, 2005.

ATTEST:

Up--Rad, Inc.
A Florida Corporation
Merging Corporation




Stephen W. Updegrave, Secretary



Karen M. Updegrave, President

ATTEST:

The UPRAD Corp.
A Maryland Corporation
Surviving Corporation



Stephen W. Updegrave, Secretary



Karen M. Updegrave, President

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

Up--Rad, Inc. a Florida Corporation
INTO
The UPRAD Corp. a Maryland Corporation

This Plan and Agreement of Merger (this "Agreement") is entered into as of the 18th day of December, 2005, by and between Up--Rad, Inc., a Florida corporation, and The UPRAD Corp., a Maryland corporation. Up--Rad, Inc. and The UPRAD Corp. are sometimes referred to herein as the "Constituent Corporations".

WHEREAS, Up--Rad, Inc. was incorporated under the laws of the State of Florida on March 10, 1975 and has authorized capital stock of 10,000 shares of \$1.00 par value, of which 1,000 shares are issued and outstanding; and

WHEREAS, The UPRAD Corp. was incorporated under the laws of the State of Maryland on June 3, 1997 and has authorized capital stock of 5,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding; and

WHEREAS, the respective shareholders of Up--Rad, Inc. and The UPRAD Corp. deem it advisable and in the best interests of their respective corporations that Up--Rad, Inc. merge with and into The UPRAD Corp. (the "Merger") and to enter into and perform this Agreement pursuant to the laws of Florida and Maryland; and

WHEREAS, the respective shareholders of Up--Rad, Inc. and The UPRAD Corp. have adopted this Agreement pursuant to Section 607.1103 Florida Statutes and Section 3-105 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Code").

NOW, THEREFORE, Up--Rad, Inc. and The UPRAD Corp. hereby agree as follows:

1. Merger. Subject to the terms and conditions hereof, Up--Rad, Inc. shall be merged with and into The UPRAD Corp., the separate corporate existence of Up--Rad, Inc. will cease, and The UPRAD Corp. shall continue as a surviving corporation under the laws of the State of Maryland (the "Surviving Corporation"). The issued and outstanding shares of the capital stock of Up--Rad, Inc. shall be converted into shares of the common stock of The UPRAD Corp. as provided in SECTION SIX below, effective at 12:01 am on January 1, 2006 ("the Effective Date").

2. Registered Office of the Surviving Corporation. The registered office of the Surviving Corporation after the Merger will be at 11801 Green Hill Drive, Hagerstown, Maryland and the name of the registered agent of the Surviving Corporation at such address will be Steven W. Updegrave.

3. Articles of Incorporation. The articles of incorporation of The UPRAD Corp. in effect immediately prior to the Merger shall continue as the articles of incorporation of the surviving corporation without amendment immediately upon and after the Merger.

4. Bylaws. The bylaws of The UPRAD Corp. in effect immediately prior to the Merger will continue to be the bylaws of the Surviving Corporation immediately upon and after the Merger.

5. Officers. The officers of The UPRAD Corp. immediately prior to the Merger shall be the officers of the Surviving Corporation immediately upon and after the Merger, until their respective successors are duly elected and qualified in accordance with the articles of incorporation and bylaws of the Surviving Corporation.

6. Conversion of Up--Rad, Inc. Shares. Upon the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their respective shareholders, all 1,000 of the issued shares of capital stock, \$1.00 par value, of Up--Rad, Inc. ("Up--Rad, Inc. Capital Stock") issued and outstanding immediately prior to the Merger shall automatically be converted on a one-for-one basis into 1,000 fully paid and non-assessable shares of common stock, no par value, of The UPRAD Corp. ("The UPRAD Corp. Common Stock").

7. Stock Certificates. On and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of Up--Rad, Inc. Common Stock shall be deemed for all purposes to evidence ownership of and represent the shares of The UPRAD Corp. Common Stock and to which shares the Up--Rad, Inc. Common Stock represented by such certificates have been converted as herein provided and shall be so registered on the books and records of The UPRAD Corp. or its transfer agent. The registered owner of any such outstanding stock certificate shall, until such certificate shall have been surrendered for exchange, transfer, or conversion or otherwise accounted for to The UPRAD Corp. or its transfer agent, have and be entitled to exercise all voting or other rights with respect to and to receive any dividend or other distributions upon the shares of The UPRAD Corp. evidenced by such outstanding certificate as above provided.

8. Status and Rights of Such Surviving Corporation. Immediately after the Merger, the Surviving Corporation shall possess all the rights, privileges and powers, of Up--Rad, Inc., and all property, whether real, personal or mixed, whether tangible or intangible, and all debts due to Up--Rad, Inc. shall be vested in the Surviving Corporation and all and every other interest of Up--Rad, Inc. shall thereafter become the property of the Surviving Corporation as effectively as they were the property of Up--Rad, Inc., and the title to any real estate, whether by deed or otherwise, vested in Up--Rad, Inc. or the Surviving Corporation, shall not revert or be in any way impaired by reason of the Merger. Immediately after the Merger, all rights of creditors and all liens upon any property of the Constituent Corporations' shall be preserved unimpaired, and all debts, liabilities, obligations, and duties of the Constituent Corporations shall hereafter attach to

the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, obligations, and duties had been incurred or contracted by it.

9. Further Assurances. From time to time, as and when required by The UPRAD Corp. or by its successors and assigns, including, without limitation, the Surviving Corporation, there shall be executed and delivered on the behalf of Up--Rad, Inc. such deeds and other instruments. There shall be taken or caused to be taken by Up--Rad, Inc. such further and other action, as shall be appropriate or necessary in order to vest, perfect, conform of record, or otherwise in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of Up--Rad, Inc. and otherwise to carry out the purposes of this Agreement. The officers of The UPRAD Corp. are fully authorized in the name and on behalf of Up--Rad, Inc. or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.


10. Termination. Notwithstanding the approval of this Agreement by the shareholders of Up--Rad, Inc., this Agreement may be terminated by the mutual consent of the shareholders of the Constituent Corporations at any time prior to the Effective Date.

11. Amendment. This Agreement may be amended by the mutual consent of the shareholders of the Constituent Corporations prior to the filing of this Agreement or related Articles of Merger subject to the restrictions of the Code.

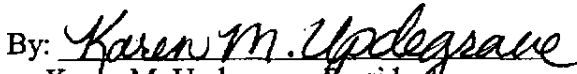
12. Miscellaneous. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same document. This Agreement constitutes the entire Agreement of the parties with respect to the subject matter hereof and supersedes any prior or contemporaneous agreements, whether oral or written, relating thereto.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan and Agreement of Merger as of the date first written above.

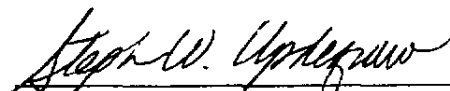
Attest:


Stephen W. Updegrave, Secretary

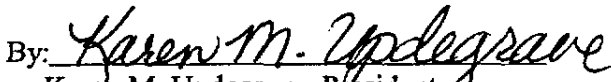
Up--Rad, Inc.
a Florida corporation

By: 
Karen M. Updegrave, President

Attest:


Stephen W. Updegrave, Secretary
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The UPRAD Corp.
a Maryland corporation

By: 
Karen M. Updegrave, President