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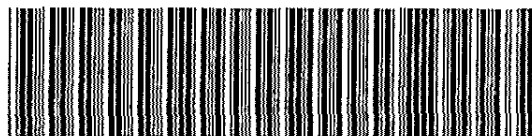
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05 FEB -3 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02/03/05--01054--013 **210.00

EFFECTIVE DATE

Feb 25, 2005

Merger
@ 2/9/05



RSR MANAGEMENT CORPORATION

February 2, 2005

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Subject: **RSR Group, Inc.**, the surviving parent corporation, a Delaware corporation

Dear Officer:

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to me:

Richard Blews, Corporate Secretary
RSR Group, Inc.
4405 Metric Drive
Winter Park, FL 32792

Thanking you in advance for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Richard Blews".

Richard Blews
Tel: 407-677-1333 ext.603
Fax: 407-677-7504

05 FEB - 2 PM 4:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

EFFECTIVE DATE
Feb 25, 2005

Of

RSR Group Florida, Inc., RSR Group Texas, Inc., RSR Group New York, Inc., RSR Group Nevada, Inc. and RSR Group Management Corp (collectively, the "Subsidiary Corporations")

Into

RSR Group, Inc. (the "Parent Corporation")

Pursuant to Section 607.1107 of the Florida Business Corporation Act

FILED
05 FEB -3 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. RSR Group, Inc., a Delaware corporation, is the surviving corporation.
2. The name and jurisdiction of each merging corporation is as follows:
 - RSR Management Corp, a Florida corporation (document number H90597)
 - RSR Group Florida, Inc., a Florida corporation (document number 599375)
 - RSR Group Texas, Inc., a Texas corporation
 - RSR Group New York, Inc., a New York corporation
 - RSR Group Nevada, Inc., a Nevada corporation
3. The Plan of Merger adopted by the constituent corporations is attached hereto and made a part hereof.
4. The merger shall become effective on February 25, 2005.
5. The Plan of Merger was adopted by the board of directors of the surviving corporation on February 1st, 2005 and shareholder approval was not required.
6. The Plan of Merger was adopted by the board of directors of the merging corporations on February 1st, 2005 and shareholder approval was not required.

EFFECTIVE DATE
Feb 25, 2005

IN WITNESS WHEREOF, these articles of merger have been executed by each of the constituent corporations on this 2nd day of February 2005.

RSR Group, Inc.

By: Richard Blews
Richard Blews
Its: Vice President and Secretary

RSR Group Florida, Inc.

By: Richard Blews
Richard Blews
Its: Vice President and Secretary

RSR Group Management Corp

By: Richard Blews
Richard Blews
Its: Vice President and Secretary

RSR Group Texas, Inc.

By: Richard Blews
Richard Blews
Its: Vice President and Secretary

RSR Group New York, Inc.

By: Richard Blews
Richard Blews
Its: Vice President and Secretary

RSR Group Nevada, Inc.

By: Richard Blews
Richard Blews
Its: Vice President and Secretary

PLAN OF MERGER
Of
RSR Group, Inc. and its Subsidiary Corporations

This Plan of Merger is entered into this 31st day of January, 2005, by and between RSR Group New York, Inc. ("RSR New York"), a New York corporation, RSR Group Florida, Inc. ("RSR Florida"), a Florida corporation, RSR Group Texas, Inc. ("RSR Texas"), a Texas corporation, RSR Group Nevada, Inc. ("RSR Nevada"), a Nevada corporation, RSR Management Corp ("RSR Management"), a Florida corporation, and RSR Group, Inc., a Delaware corporation.

WHEREAS, RSR New York, RSR Florida, RSR Texas, RSR Nevada and RSR Management (collectively, the "Subsidiary Corporations") are all wholly owned subsidiaries of RSR Group, Inc. (the "Parent Corporation"); and

WHEREAS, the Parent Corporation is the owner of all the outstanding shares of capital stock (all classes) of the Subsidiary Corporations; and

WHEREAS, the principle place of business for each of the constituent corporations is as follows: RSR New York is located at 21 Trolley Circle, Rochester, NY; RSR Florida is located at 4405 Metric Drive, Winter Park, FL; RSR Texas is located at 1450 Post & Paddock Road, Grand Prairie, TX; RSR Nevada is located at 4700 Aircenter Circle, Reno, NV; RSR Management is located at 4405 Metric Drive, Winter Park, FL; and RSR Group, Inc. is located at 4405 Metric Drive, Winter Park, FL; and

WHEREAS, the constituent corporations desire to merge in accordance with this Plan of Merger; and

NOW THEREFORE, subject to the terms and conditions contained herein, the constituent corporations agree as follows:

1. The constituent corporations hereby agree to merge; and, RSR Group, Inc., a Delaware corporation, shall be the surviving corporation.
2. The Subsidiary Corporations shall be merged into the Parent Corporation pursuant to Title 8, Section 253 of the Delaware General Corporation Law.
3. It is the intent of the constituent corporations that this plan of merger constitute a qualified reorganization (tax free transaction) under Section 332 of the Internal Revenue Code of 1986 as amended.
4. RSR New York shall be merged into RSR Group, Inc. in compliance with Section 907 of the New York Business Corporation Law.

5. RSR Florida shall be merged into RSR Group, Inc. in compliance with Section 607.1107 of the Florida Business Corporation Act.
6. RSR Texas shall be merged into RSR Group, Inc. in compliance with Article 5.01 of the Texas Business Corporation Act.
7. RSR Nevada shall be merged into RSR Group, Inc. in compliance with NRS 92A.190.
8. RSR Management shall be merged into RSR Group, Inc. in compliance with Section 607.1107 of the Florida Business Corporation Act.
9. As to RSR New York, the designation and number of outstanding shares of stock is as follows: 28,433 shares of common voting stock (one class) having a par value of \$2.50 per share; and 3,015 shares of non-voting preferred stock having a par value of \$250 per share.
10. As to RSR Florida, the designation and number of outstanding shares of stock is as follows: 18,910 shares of common voting stock (one class) having a par value of \$2.50 per share; and 2,838 shares on non-voting preferred stock having a par value of \$250 per share.
11. As to RSR Texas, the designation and number of outstanding shares of stock is as follows: 7,150 shares of common voting stock (one class) having a par value of \$2.50 per share.
12. As to RSR Nevada, the designation and number of outstanding shares of stock is as follows: 14,768 shares of common voting stock (one class) having a par value of \$2.50 per share. The total authorized shares for RSR Nevada is as follows: 16,000 shares of common stock at a par value of \$2.50 per share, and 2,000 shares of preferred stock at a par value of \$250 per share.
13. As to RSR Management, the designation and number of outstanding shares of stock is as follows: 200 shares of common voting stock (one class) having a par value of \$2.50 per share; and 1,400 shares of non-voting preferred stock having a par value of \$250 per share.
14. As to RSR Group, Inc., the designation and number of outstanding shares of stock is as follows: 5,193,857 shares of common voting stock (one class) having a par value of \$.10 per share; and 7,253 shares of preferred stock, 8% non-cumulative and non-voting, having a par value of \$250 per share. The total authorized shares for RSR Group, Inc. is as follows: 6,000,000 shares of common stock at a par value of \$.10 per share, and 12,000 shares of preferred stock at a par value of \$250 per share.

15. Under the terms of this merger, the shares of the Subsidiary Corporations are being converted (liquidated) into the assets and liabilities of the surviving Parent Corporation.
16. Upon the effective date of this merger, the separate existence of the Subsidiary Corporations shall cease, and RSR Group, Inc. shall become the owner of all the rights, interests and property, of every kind and nature, of the Subsidiary Corporations; and RSR Group, Inc. shall assume any and all debts, obligations and liabilities of the Subsidiary Corporations.
17. The Articles of Incorporation of RSR Group, Inc., as amended, shall continue after the merger to be the Articles of Incorporation of RSR Group, Inc.
18. The By-Laws of RSR Group, Inc. shall not be changed by this merger, and shall continue after the merger to be the By-Laws of RSR Group, Inc.
19. The directors and officers of RSR Group, Inc. shall continue, after the merger, to serve as the directors and officers of RSR Group, Inc. for the balance of their terms.

IN WITNESS WHEREOF, the constituent corporations have hereunto duly executed this Plan of Merger on the date first above written.

RSR Group, Inc.

By: JoAnn Weisenford
JoAnn Weisenford
Its: First Vice President and CFO

RSR Group New York, Inc.

By: JoAnn Weisenford
JoAnn Weisenford
Its: First Vice President and CFO

RSR Group Florida, Inc.

By: JoAnn Weisenford
JoAnn Weisenford
Its: First Vice President and CFO

RSR Group Texas, Inc.

By: JoAnn Weisenford
JoAnn Weisenford
Its: First Vice President and CFO

RSR Group Nevada, Inc.

By: JoAnn Weisenford
JoAnn Weisenford
Its: First Vice President and CFO

RSR Management Corp

By: JoAnn Weisenford
JoAnn Weisenford
Its: First Vice President and CFO