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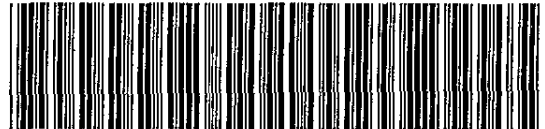
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 21, 2004

VIA FEDERAL EXPRESS
Airbill # 841257401563

Florida Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: Merger of Brooks Rental Management, Inc. into
Brooks Real Estate, Inc.

Merger of Brooks Real Estate, Inc.
into The Sutter Group, L.L.C.

Dear Secretary of State:

Enclosed are the following for **filing in the order indicated:**

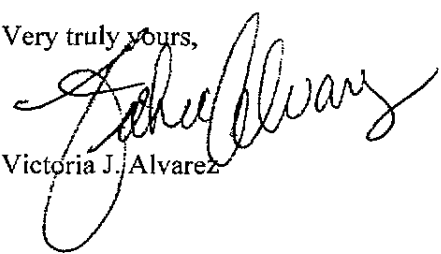
1. Articles of Merger for merger of Brooks Rental Management, Inc. into Brooks Real Estate, Inc. (original and a copy).
2. Articles of Merger for merger of Brooks Real Estate, Inc. into The Sutter Group, L.L.C. (original and a copy).

Also enclosed is check number 4774 in the amount of **\$157.50**, representing your filing fee and certified copy fee for the Articles of Merger of Brooks Rental Management, Inc. into Brooks Real Estate, Inc. of **\$78.75** (\$35.00 per party and \$8.75 for certified copy) and your filing fee and certified copy fee for the Articles of Merger of Brooks Real Estate, Inc. and The Sutter Group, L.L.C. of **\$78.75** (\$35.00 per party and \$8.75 for certified copy) .

Please certify the enclosed copies of the Articles of Merger and return the same to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

If you have any questions, please feel free to call.

Very truly yours,


Victoria J. Alvarez

VJA:dm
Enclosures

cc: Heather M. Sutter, President (w/ enc)
Charles L. Stuart, C.P.A. (w/ enc)

ARTICLES OF MERGER

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

First: The name and jurisdiction of the surviving corporation are **BROOKS REAL ESTATE, INC.**, a Florida corporation.

Second: The name and jurisdiction of each merging corporation are **BROOKS RENTAL MANAGEMENT, INC.**, a Florida corporation.

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: The Plan of Merger was adopted by the shareholders and Board of Directors of the surviving corporation on December 20, 2004.

Sixth: The Plan of Merger was adopted by the shareholders and Board of Directors of the merging corporation on December 20, 2004.

Seventh: SIGNATURES FOR EACH CORPORATION:
Surviving Corporation: Merging Corporation:

BROOKS REAL ESTATE, INC., a **BROOKS RENTAL MANAGEMENT, INC.**,
Florida corporation a Florida corporation

By: Donna M. Sutter By: Donna M. Sutter
Donna M. Sutter, Its President Donna M. Sutter, Its President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are **BROOKS REAL ESTATE, INC.**, a Florida corporation.

Second: The name and jurisdiction of each merging corporation are **BROOKS RENTAL MANAGEMENT, INC.**, a Florida corporation.

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

A. The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

B. The consideration given by **BROOKS REAL ESTATE, INC.** in exchange for all of the issued and outstanding shares of **BROOKS RENTAL MANAGEMENT, INC.** is one (1) share of **BROOKS REAL ESTATE, INC.** for each issued and outstanding **BROOKS RENTAL MANAGEMENT, INC.** share.

C. **BROOKS REAL ESTATE, INC.** shall continue to be subject to and governed by its Articles of Incorporation and Bylaws.

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 of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are:

A. Because **BROOKS RENTAL MANAGEMENT, INC.** is a wholly owned subsidiary of **BROOKS REAL ESTATE, INC.**, all of the issued and outstanding shares of **BROOKS RENTAL MANAGEMENT, INC.** shall be cancelled.