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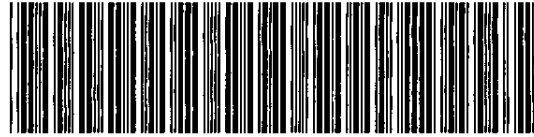
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STATE OF TEXAS
SECRETARY OF STATE

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merger

MAR - 9 2012

T. LEWIS

NEXSEN | PRUET

C. Jones DuBose, Jr.
Member
Admitted in SC

February 29, 2012

VIA UPS NEXT DAY AIR

Florida Department of State
Division of Corporations
Clifton Bldg.
2661 Executive Center Cir.
Tallahassee, FL 32301

Re: Merger of 1st Security Holdings, Inc. with and into Star Asset
Security, Inc.

Dear Sir/Madam:

In connection with the above referenced merger, enclosed is our check in the amount of \$78.75 payable to the Florida Secretary of State for the filing fee for the Articles of Merger and a certified copy to be returned to me at the address below.

Charleston

Charlotte

Columbia

Greensboro

Greenville

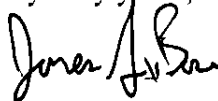
Hilton Head

Myrtle Beach

Raleigh

Should you have questions or comments, please do not hesitate to contact me.

Very truly yours,



C. Jones DuBose, Jr.

Enclosures

cc: Roger Hirschy (*via e-mail, without enclosures*)

1230 Main Street
Suite 700 (29201)
PO Drawer 2426
Columbia, SC 29202
www.nexsenpruet.com

T 803.540.2086
F 803.727.1430
E JDuBose@nexsenpruet.com
Nexsen Pruet, LLC
Attorneys and Counselors at Law

FILED

12 MAR -1 PM 12: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF FOREIGN AND DOMESTIC CORPORATIONS
OF
1ST SECURITY HOLDINGS, INC.
INTO
STAR ASSET SECURITY, INC.

Pursuant to §§ 33-11-101, -105 and -107 of the South Carolina Business Corporations Act of 1988, as amended (the "SCBCA"), and §§ 607.1101, 607.1105 and 607.1107 of the Florida Business Corporation Act, as amended (the "FBCA"), the undersigned foreign and domestic corporations adopt the following articles of merger for the purpose of merging into a single corporation:

- 1. Constituent Corporations. The names of the undersigned corporations and the states under the laws of which each is organized are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
1 st Security Holdings, Inc.	Florida
Star Asset Security, Inc.	South Carolina

- 2. Statutory Merger. The laws of the state under which each corporation is organized permit such a merger, and each corporation has complied with that law in effecting this merger.

- 3. Surviving Corporation. The name of the surviving corporation is Star Asset Security, Inc., and it is to be governed by the laws of the State of South Carolina.

- 4. Plan of Merger. The filing of these Articles of Merger shall merge 1st Security Holdings, Inc. with and into Star Asset Security, Inc. and convert the outstanding shares of the capital stock of 1st Security Holdings, Inc., and the outstanding shares of the capital stock of Star Asset Security, Inc., all in accordance with the Agreement and Plan of Merger, which was duly adopted by the respective Boards of Directors of 1st Security Holdings, Inc., and Star Asset Security, Inc., a copy of which Agreement and Plan of Merger is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

- 5. Adoption by Surviving Corporation. The Plan of Merger was duly approved by the sole shareholder of Star Asset Security, Inc. on February 27, 2012 in the manner prescribed by the laws of the State of South Carolina as follows:

<u>Voting Group*</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes Entitled to Be Cast</u>	<u>Number of Shares Represented at the Meeting</u>	<u>Number of Undisputed Shares Voted For Against</u>	
Common	10,000	10,000	10,000	10,000	0

* The corporation has only one class of stock entitled to vote, and the number of votes cast for the attached Agreement and Plan of Merger was sufficient for approval.

6. Adoption by 1st Security Holdings, Inc. The Plan of Merger was duly approved by the sole shareholder of 1st Security Holdings, Inc. on February 27, 2012 in the manner prescribed by the laws of the State of Florida as follows:

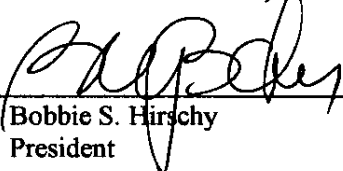
<u>Voting Group*</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes Entitled to Be Cast</u>	<u>Number of Shares Represented at the Meeting</u>	<u>Number of Undisputed Shares Voted For Against</u>	
Common	100	100	100	100	0

* The corporation has only one class of stock entitled to vote, and the number of votes cast for the attached Agreement and Plan of Merger was sufficient for approval.

7. Authorizing Law. The Plan of Merger and the transactions contemplated therein were approved by the shareholders of both the surviving corporation and the merging corporation as required by the SCBCA and the FBCA. Since all issued and outstanding shares of stock of each constituent corporation were voted in favor of the merger, no dissenter's rights are applicable.
8. Foreign Qualification of Surviving Corporation in Florida. Star Asset Security, Inc. is duly authorized to transact business as a foreign corporation in the State of Florida.
9. Effective Time. These Articles of Merger shall be effective at 11:59 p.m. EDT on the later of the date of filing with the Florida Secretary of State and the South Carolina Secretary of State (the "Effective Time").

DATE: February 28, 2012

STAR ASSET SECURITY, INC.

By: 
 Bobbie S. Hirschy
 President

1ST SECURITY HOLDINGS, INC.

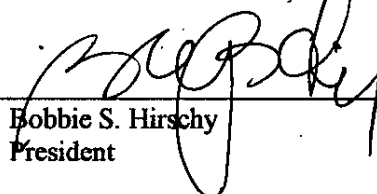
By: 
 Bobbie S. Hirschy
 President

EXHIBIT A

Plan of Merger

(See Attached)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into by and between 1st Security Holdings, Inc., a Florida corporation (the "Target"); and Star Asset Security, a South Carolina corporation (the "Survivor"), as of the date immediately preceding the signatures of Target and Survivor hereinbelow. (Target and Survivor are hereinafter sometimes referred to as the "Parties".)

Preface. Survivor is a wholly-owned subsidiary of Target. Target and Survivor desire to merge Target with and into Survivor pursuant to Sections 33-11-101 and -107 of the South Carolina Business Corporation Act of 1988, as amended, and Sections 607.1101 and 607.1107 of the Florida Business Corporation Act, as amended.

IN CONSIDERATION of the mutual promises, covenants, and agreements hereinafter set forth, the Parties agree as follows:

1. Subject to the terms of this Agreement, as of the Effective Date (as defined below), Target shall merge into Survivor and Survivor shall be the survivor of such merger (collectively the "Merger").

2. The Merger shall become effective at 11:59 p.m. EDT on the later of the date of filing of Articles of Merger with the Secretary of State of South Carolina and the Secretary of State of Florida for the Merger (such time and date being herein referred to as the "Effective Date").

3. Upon the Effective Date, the separate existence of Target shall cease, and Target shall be merged with and into Survivor.

4. The Articles of Incorporation and Bylaws of Survivor in effect as of the Merger shall continue in full force and effect as the Articles of Incorporation and Bylaws, respectively, of Survivor from and after the Merger, until the same shall be amended or repealed as provided therein or by law.

5. Survivor is a wholly-owned subsidiary of Target. Each share of stock in the Target that is outstanding immediately prior to the Merger shall be converted into one hundred (100) shares of the capital stock of the Survivor upon the Effective Date. All of the outstanding shares of the capital stock in the Survivor that are outstanding immediately prior to the Merger shall be deemed cancelled, retired and eliminated for all purposes upon the Effective Date.

6. All the assets, property, and rights of every kind and description (including without limitation all real and personal property, contracts, privileges, franchises, patents, licenses, trademarks, registrations, claims, and defenses) of Target shall be transferred to, vested in, and devolved upon, Survivor by virtue of the Merger.

7. All of the liabilities of every kind and description of Target shall become, by operation of law, the liabilities of, Survivor by virtue of the Merger.

8. The parties hereby agree that the security interest granted by Survivor in its assets to George Cote ("Cote") under that certain Security Agreement, dated June 23, 2010, by and between Cote and the Survivor (the "Security Agreement"), which Security Agreement serves as security for that certain Amended and Restated Promissory Note, dated August 16, 2011, by and between Cote and Target (the "Amended and Restated Note"), shall remain after and be unaffected by the Merger until the

obligations of the Amended and Restated Note have been satisfied in full by Survivor, pursuant to Paragraph 7 above.

9. The Parties intend and agree that the Merger (and all transactions contemplated thereby) shall qualify as a non-taxable reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, and notwithstanding any other provision hereof, each and every requirement for such qualification shall be deemed incorporated herein and made a part hereof, and shall supersede any and all contrary provisions hereof.

10. The Parties shall cooperate in good faith and use their best efforts to effect the Merger as of the Effective Date, and shall execute and deliver such documents and instruments, give such notices, make such filings, and take such other actions as may be necessary to effect the Merger. Without limiting the generality of the foregoing, each Target and Survivor shall cause to be filed with the Secretary of State of South Carolina and the Secretary of State of Florida appropriate Articles of Merger consistent herewith as soon as practicable.

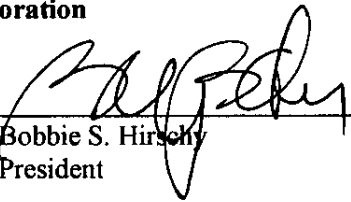
11. The directors and officers of Survivor immediately prior to the Effective Date shall continue to be the directors and officers, respectively, of Survivor from and after the Effective Date, until their respective successors are duly elected or appointed and have been qualified in the manner provided in the Articles of Incorporation and Bylaws of Survivor, or as otherwise provided by law. The directors and officers of the Target shall cease to be directors and officers, respectively, of the Target immediately prior to the Effective Date.

IN WITNESS WHEREOF the Parties have caused this Agreement and Plan of Merger to be executed and delivered as of the 28th day of February, 2012.

TARGET:

1ST SECURITY HOLDINGS, INC., a Florida corporation

By: _____


Bobbie S. Hirschy
President

SURVIVOR:

STAR ASSET SECURITY, INC., a South Carolina corporation

By: _____


Bobbie S. Hirschy
President