

FEB. 26. 2009 5:28PM

NO. 798 P. 1

F57489

Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

RESUBMIT
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

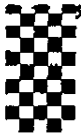
ECONOMIC RESEARCH SERVICES, INC.

Certificate of Status	0
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Florida NO. 7980t CP. 2:state



February 26, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ECONOMIC RESEARCH SERVICES, INC.

3232 MCKINNEY AVE

1000

DALLAS, TX 75204US

SUBJECT: ECONOMIC RESEARCH SERVICES, INC.

REF: F57489

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please include the plan of merger. We received two cover letters but no plan.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H09000041341
Letter Number: 609A00006837

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262109

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2009 FEB 26 AM 9:47

ARTICLES OF MERGER OF
AMERICAN ECONOMICS GROUP, INC.
a Delaware corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Into
ECONOMIC RESEARCH SERVICES, INC.,
a Florida corporation

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

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ECONOMIC RESEARCH SERVICES, INC.	Florida	F57489

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
AMERICAN ECONOMICS GROUP, INC.	Delaware	N/A

3. The Agreement and Plan of Merger is attached.

4. The merger is to become effective on February 28, 2009.

5. The Agreement and Plan of Merger was adopted by the Board of Directors and sole shareholder of the surviving corporation on February 13, 2009.

6. The Agreement and Plan of Merger was adopted by the Board of Directors and the sole shareholder of the merging corporation on February 13, 2009.

IN WITNESS WHEREOF, an authorized officer of each corporation has caused these

Articles of Merger to be signed as of February 28, 2009.

ECONOMIC RESEARCH SERVICES, INC.

By:


Charles S. Gilbert, Vice President

AMERICAN ECONOMICS GROUP, INC.

By:


Charles S. Gilbert, Vice President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of February 28, 2009 is by and between ECONOMIC RESEARCH SERVICES, INC., a Florida corporation ("ERS") and AMERICAN ECONOMICS GROUP, INC., a Delaware corporation ("AEG"). Each of ERS and AEG is a wholly-owned subsidiary of SRCPL Legal Inc., a Delaware corporation (the "Shareholder"). ERS and AEG are sometimes referred to herein as the "Constituent Companies."

WITNESSETH:

WHEREAS, the respective Boards of Directors and shareholders of the Constituent Companies deem it advisable and in the best interests of their respective companies for AEG to merge with and into ERS, with ERS being the surviving corporation (the "Surviving Corporation") of such merger, pursuant to this Merger Agreement and the applicable provisions of the laws of the States of Florida and Delaware (the "Merger"); and

WHEREAS, the respective Boards of Directors and shareholders of the Constituent Companies have authorized, approved and adopted the Merger Agreement, all in accordance with the relevant provisions of Section 607.1103 of the Florida Business Corporation Act (the "Act"), and Section 252 of the Delaware General Corporation Law (the "DGCL").

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, representations, warranties, provisions and covenants herein contained, and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

I. THE MERGER

1. **Delivery and Filing of Certificate of Merger.** The Constituent Companies shall cause Articles of Merger to be signed and filed with the Florida Secretary of State, and a Certificate of Merger to be signed and filed with the Delaware Secretary of State, in substantially the form attached hereto as Exhibit A.
2. **Effective Time.** The effective time of the Merger (the "Effective Time") shall be February 28, 2009.
3. **Certificate of Incorporation, Bylaws and Board of Directors of the Surviving Corporation.** At the Effective Time:
 - (a) The Articles of Incorporation of ERS then in effect shall be the Articles of Incorporation of the Surviving Corporation, until they shall thereafter be duly amended;

(b) The Bylaws of ERS in effect shall be the Bylaws of the Surviving Corporation, until they shall thereafter be duly amended;

(c) The members of the Board of Directors of ERS then in office shall be the directors of the Surviving Corporation, and each of such directors shall serve, subject to the provisions of the laws of the State of Florida and of the Articles of Incorporation and Bylaws of the Surviving Corporation, until each such director's successor is duly elected and qualified; and

(d) The officers of ERS then in office shall be the officers of the Surviving Corporation, and each of such officers shall serve, subject to the provision of the Articles of Incorporation and Bylaws of the Surviving Corporation, until such officer's successor is duly elected and qualified.

4. Effect of Merger. At the Effective Time, except as herein specifically set forth, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of ERS shall continue unaffected and unimpaired by the Merger and the corporate franchises, existence and rights of AEG shall be merged with and into ERS, and ERS, as the Surviving Corporation, shall be fully vested therewith. At the Effective Time, the separate existence of AEG shall cease and, in accordance with the terms of the Merger Agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, all taxes, including those due and owing and those accrued, and all other caused in action, and all and every other interest of or belonging to or due to AEG, which shall be taken and deemed to be transferred to, and vested in, the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of AEG; and the title to any real estate, or interest therein, whether by deed or otherwise, vested in AEG, shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of AEG and any claim existing, or action or proceeding pending, by or against AEG may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in AEG's place. Neither the rights of creditors nor any liens upon the property of AEG shall be impaired by the Merger, and all debts, liabilities and duties of AEG shall attach to the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. As to any and all other matters, the effect of the Merger shall be as provided in the applicable provisions of the DGCL and the Act.

5. Ownership of each of ERS and AEG. As of the date of the Merger Agreement, the authorized capital stock of ERS consists of Seven Thousand (7,000) shares of Common Stock, \$1.00 par value per share (the "ERS Stock"), of which Twenty (20) shares are issued and outstanding. As of the date of the Merger Agreement,

the authorized capital stock of AEG consists of One Thousand (1,000) shares of Common Stock, no par value per share (the "AEG Stock") of which One Thousand (1,000) shares are issued and outstanding. All of the ERS Stock and the AEG Stock is owned by the Shareholder.

6. **Merger Agreement.** The executed Merger Agreement is on file at a principal place of business of the Surviving Corporation, located at 3232 McKinney Avenue, Suite 1000, Dallas, Texas 75204. The Surviving Corporation will furnish a copy of the Merger Agreement, upon written request and without cost, to any shareholder of the Surviving Corporation and to any former shareholders of AEG.

II. CONVERSION OF STOCK

1. **Manner and Basis of Conversion.** As of the Effective Time, each share of AEG Stock issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall automatically be cancelled and retired and no consideration shall be delivered or paid in exchange therefore except for the indirect increase in the value of the shares of ERS held by the Shareholder.
2. **Earnings Treatment.** All earnings and cash flow of AEG through the Effective Time of the Merger shall be for the benefit of the Surviving Corporation and shall be conveyed to the Surviving Corporation at the Effective Time.

III. MISCELLANEOUS

1. **Further Assurances.** The parties hereto agree that, from time to time, they will execute and deliver to each other such additional documents and instruments as may be required in order to carry out the purposes of the Merger Agreement.
2. **Amendment.** At any time before approval and adoption by the Constituent Companies, the Merger Agreement may be amended in any manner as may be mutually agreeable to ERS and AEG in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent hereof.
3. **Abandonment.** At any time before the Certificate of Merger or the Articles of Merger are filed, the Merger Agreement may be terminated and the Merger may, subject to the rights of the parties hereunder, be abandoned by either ERS or AEG, notwithstanding the approval of the Merger Agreement by ERS or AEG, or both.
4. **Counterparts.** The Merger Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Merger Agreement as of the day and year first above written.

ECONOMIC RESEARCH SERVICES, INC.,
a Florida corporation

By: _____


Charles S. Gilbert, Vice President

AMERICAN ECONOMICS GROUP, INC.,
a Delaware corporation

By: _____


Charles S. Gilbert, Vice President

FEB. 26. 2009 5:30PM C S C

NO. 798 P. 8

EXHIBIT A to
Agreement and Plan of Merger

**CERTIFICATE OF MERGER OF
AMERICAN ECONOMICS GROUP, INC.,
a Delaware corporation
INTO ECONOMIC RESEARCH SERVICES, INC.,
a Florida corporation**

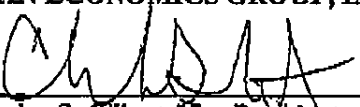
Pursuant to Section 252 of the Delaware General Corporation Law ("DGCL"), the undersigned Delaware corporation files the following Certificate of Merger:

1. The name of each constituent corporation is ECONOMIC RESEARCH SERVICES, INC., a Florida corporation, and AMERICAN ECONOMIC GROUP, INC., a Delaware corporation.
2. The Agreement and Plan of Merger has been approved, adopted, certified and executed by each constituent corporation in accordance with Section 252 of the DGCL. The merger is effective as of February 28, 2009.
3. The name of the surviving corporation is ECONOMIC RESEARCH SERVICES, INC.
4. The Articles of Incorporation of ECONOMIC RESEARCH SERVICES, INC. shall be the Articles of Incorporation of the surviving corporation.
5. The Agreement and Plan of Merger is on file at the place of business of the surviving corporation, 3232 McKinney Avenue, Suite 1000, Dallas, Texas 75204.
7. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any shareholder of the constituent corporations.
8. The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 3232 McKinney Avenue, Suite 1000, Dallas, Texas 75204.

IN WITNESS WHEREOF, the Delaware corporation has caused this certificate to be signed by an authorized officer as of February 28, 2009.

AMERICAN ECONOMICS GROUP, INC.

By: _____


Charles S. Gilbert, Vice President