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Division of Corporations
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**MERGER OR SHARE EXCHANGE
ECONOMIC RESEARCH SERVICES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$70.00

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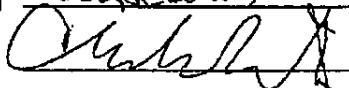
(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

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(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleEconomic Research ServiceBarry L. Edwards, Vice PresidentSRCP Licensing Corp.Charles S. Gilbert, Vice President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), dated as of January 10, 2011, is by and between ECONOMIC RESEARCH SERVICES, INC., a Florida corporation ("ERS") and SRCP Licensing Corp., a Delaware corporation ("SRCP Licensing"). Each of ERS and SRCP Licensing is a wholly-owned subsidiary of SRCP Legal Inc., a Delaware corporation (the "Shareholder"). ERS and SRCP Licensing 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 SRCP Licensing 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, to the extent required, shareholders of the Constituent Companies have authorized, approved and adopted the Merger Agreement, all in accordance with the relevant provisions of Section 607.1101, et. al. 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, in substantially the form attached hereto as Exhibit A, and a Certificate of Merger to be signed and filed with the Delaware Secretary of State, in substantially the form attached hereto as Exhibit B.
2. **Effective Time.** The effective time of the Merger (the "Effective Time") shall be upon the filing of the Articles of Merger with the Florida Secretary of State and filing the Certificate of Merger with the Delaware Secretary of State.
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 SRCP Licensing 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 SRCP Licensing 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 SRCP Licensing, 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 SRCP Licensing; and the title to any real estate, or interest therein, whether by deed or otherwise, vested in SRCP Licensing, 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 SRCP Licensing and any claim existing, or action or proceeding pending, by or against SRCP Licensing may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in SRCP Licensing's place. Neither the rights of creditors nor any liens upon the property of SRCP Licensing shall be impaired by the Merger, and all debts, liabilities and duties of SRCP Licensing 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 SRCP Licensing.** 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 SRCP Licensing consists of Three Thousand (3,000) shares of Common Stock, \$.01 par value per share (the "SRCP Licensing Stock") of which Ten (10) shares are issued and outstanding. All of the ERS Stock and the SRCP Licensing Stock is owned by the Shareholder.

6. **Merger Agreement.** The executed Merger Agreement will be on file at the corporate office 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 SRCP Licensing.

II. CONVERSION OF STOCK

1. **Manner and Basis of Conversion.** As of the Effective Time, each share of SRCP Licensing 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 SRCP Licensing 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 SRCP Licensing 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 SRCP Licensing, notwithstanding the approval of the Merger Agreement by ERS or SRCP Licensing, 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: 
Barry L. Edwards, Vice President

SRCP Licensing Corp.
a Delaware corporation

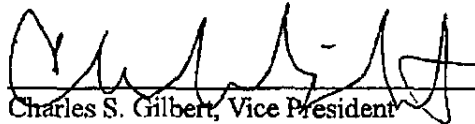
By: 
Charles S. Gilbert, Vice President

EXHIBIT A
ARTICLES OF MERGER

EXHIBIT B
CERTIFICATE OF MERGER

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is Economic Research Services, Inc., a Florida corporation, and SRCP Licensing Corp.

a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is Economic Research Services, Inc., a Florida corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on upon filing.

SIXTH: The Agreement of Merger is on file at 3232 McKinney Ave, Suite 1000, Dallas, TX 75204, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: 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 Delaware General Corporation laws, 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, TX, 75204

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 10 day of January, A.D., 2011.

By: 

Authorized Officer

Name: Charles S. Gilbert

Print or Type

Title: Vice President/Secretary