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1 BPG Realty Inc., a Florida Corporation into
(Corporation Name) (Document #)

2 Patrinely Group, Inc, a Delaware Corporation
(Corporation Name) (Document #)

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<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
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<input type="checkbox"/>	Other

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**ARTICLES OF MERGER
PROVIDING FOR THE MERGER
OF
BPG REALTY, INC., A FLORIDA CORPORATION
INTO
PATRINELY GROUP, INC., A DELAWARE CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA"), BPG Realty, Inc. a Florida corporation ("Subsidiary") and Patrinely Group, Inc., a Delaware corporation ("Parent"), adopt the following Articles of Merger effecting the merger (the "Merger") of Subsidiary with and into Parent, with Parent as the surviving corporation.

1. The Agreement and Plan of Merger attached hereto as Exhibit A, and the performance thereof, was duly authorized, approved and adopted by the board of directors of each of Parent and Subsidiary in the manner prescribed by the FBCA and the Delaware General Corporation Law ("DGCL"), respectively, and by the respective articles of incorporation and bylaws of Parent and Subsidiary.

2. The effective date ("Effective Time") of the Merger is the date of filing of these Articles as required under Section 607.1105 of the FBCA.

3. Pursuant to Section 607.1104 of the FBCA and Section 252 of the DGCL, approval of the Agreement and Plan of Merger by the stockholders of Parent and Subsidiary is not required.

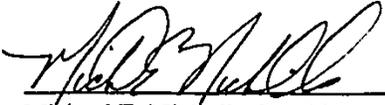
4. The Agreement and Plan of Merger was adopted by both Parent and subsidiary as of January 1, 1996.

IN WITNESS WHEREOF, the undersigned authorized officers of the respective corporations have signed these Articles of Merger, as of January 1, 1996, but effective for all purposes as of the Effective Time.

[Signature Page Follows this Page]

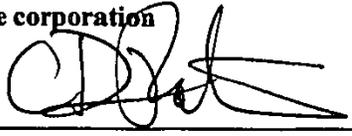
[Signature Page for Articles of Merger Providing for the Merger
of BPG Realty, Inc., a Florida corporation into
Patrinely Group, Inc., a Delaware corporation]

BPG REALTY, INC., a Florida corporation

By: 

Michael E. Nicholls, President

**PATRINELY GROUP, INC.,
a Delaware corporation**

By: 

C. Dean Patrinely, Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of January 1, 1996, is entered into by and between BPG Realty, Inc., a Florida corporation, whose principal address is 200 Westlake Park Blvd., Suite 700, Houston, Texas 77079 ("Subsidiary"), and Patrinely Group, Inc., a Delaware corporation, whose principal address is 200 Westlake Park Blvd., Suite 700, Houston, Texas 77079 ("Parent"), pursuant to and in accordance with the provisions of Section 253 of the Delaware General Corporation Law, as amended ("DGCL"), and Section 607.1104 of the Florida 1989 Business Corporation Act, as amended ("FBCA").

RECITALS

WHEREAS, the respective Boards of Directors of Parent and Subsidiary (together, the "Constituent Corporations") deem it advisable and in the best interests of said corporations and their respective shareholders that Subsidiary be merged with and into Parent (the "Merger"), which will be the surviving corporation, and each of said Boards of Directors has duly approved this Agreement and Plan of Merger (the "Plan of Merger"); and

WHEREAS, the issued and outstanding capital stock of Subsidiary consists of 100 shares of common stock, \$1.00 par value (the "Subsidiary Common Stock");

NOW, THEREFORE, the parties do hereby adopt the following Plan of Merger setting forth the terms and conditions of the Merger, the mode of carrying the same into effect, the manner of converting shares of Subsidiary into shares of Parent and such other facts, details or provisions as may be required or permitted to be stated herein:

EXHIBIT "A"

ARTICLE 1

The Merger

1.1. Names of Constituent Corporations

1.1.1 **Parent.** The name of the Parent is Patrinely Group, Inc., a Delaware corporation.

1.1.2 **Subsidiary.** The name of the subsidiary is BPG Realty, Inc., a Florida corporation.

1.1.3 **Parent is Sole Shareholder.** Parent is the sole shareholder of Subsidiary.

1.2. **The Merger.** At the Effective Time (as defined in Section 1.4 hereof), Subsidiary shall be merged with and into Parent in accordance with the provisions of the Plan of Merger, the DGCL and the FBCA, and the separate existence of Subsidiary shall thereupon cease, and Parent, as the surviving corporation in the Merger (hereinafter sometimes referred to as the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Delaware.

1.3. Articles and Bylaws of Surviving Corporation.

1.3.1. **Articles.** The Articles of Incorporation of Parent as existing and constituted immediately prior to the Merger shall, at the Effective Time, be and constitute the Articles of Incorporation of the Surviving Corporation.

1.3.2. **Bylaws.** The Bylaws of Parent as existing and constituted immediately prior to the Merger shall, at the Effective Time, be and constitute the Bylaws of the Surviving Corporation until amended in the manner provided by law.

1.4. **Effective Time of the Merger.** After this Plan of Merger shall have been approved and adopted by the Boards of Directors of Parent and Subsidiary (herein collectively referred to as the "Constituent Corporations"), the Constituent Corporations shall cause a Certificate of Ownership and Merger and Articles of Merger to be duly prepared and executed in accordance with the respective provisions of the DGCL and the FBCA, which Certificate of Ownership and Merger shall be duly filed with the Secretary of State of the State of Delaware and which Articles of Merger shall be duly filed with the Secretary of State of the State of Florida. The Merger shall become effective upon the date of the last of the filings of the Articles of Merger in such states (the "Effective Time").

1.5. **Effect of the Merger.** At the Effective Time, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each Constituent Corporation; and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action, and every other interest of or belonging to or due to each Constituent Corporation shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger. At the Effective Time, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each Constituent Corporation; and any existing claim, action, or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in their place. Neither the rights of creditors nor any liens on the property of either Constituent Corporation shall be impaired by the Merger.

ARTICLE II

Conversion and Exchange of Shares; Additional Action

2.1. **Conversion of Shares.** At the Effective Time and without any action on the part of Parent, Subsidiary or the holder of any of the following securities each outstanding share of Subsidiary Common Stock shall automatically be canceled and converted into the right to receive one (1) fully paid and nonassessable share of common stock of the Surviving Corporation, without any action on the part of the holder thereof, and each share of the Subsidiary's Common Stock issued and outstanding immediately prior to the effectiveness of the Merger shall be canceled and cease to exist.

2.2. **Additional Action.** If at any time after the Effective Time, any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm of record in the Surviving Corporation the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Plan of Merger, the officers and directors of the Surviving Corporation are hereby authorized and empowered on behalf of the respective Constituent Corporations, in the name and on behalf of the appropriate Constituent Corporations, to execute and deliver any and all things necessary or proper to vest or to perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise carry out the purposes and provisions of this Plan of Merger. Parent shall from time to time, as and when requested by Subsidiary, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this Merger.

ARTICLE III

Directors and Officers

3.1. **Directors.** From and after the Effective Time, the directors of the Surviving Corporation shall be the persons set forth below, each of whom shall hold office subject to the provisions of the DGCL and the Articles of Incorporation and Bylaws of the Surviving Corporation:

C. Dean Patrinely Sole Director

3.2. **Officers.** From and after the Effective Time, the officers of the Surviving Corporation shall be the persons set forth below:

C. Dean Patrinely Chief Executive Officer and Treasurer
Michael E. Nicholls President and Secretary

ARTICLE IV

No Necessity For Shareholder Approval

Pursuant to Section 252 of the DGCL and Section 607.1104 of the FBCA, respectively, this Agreement and Plan of Merger does not require approval of the shareholders of the Constituent Corporations.

ARTICLE V

Miscellaneous

5.1. **Headings.** The descriptive headings of the several Articles and Sections of this Agreement and Plan of Merger are inserted for convenience only and do not constitute a part of this Agreement and Plan of Merger.

5.2. **Applicable Law.** This Agreement and Plan of Merger shall be governed by and construed in accordance with the laws of the State of Delaware without giving effect to the conflict of laws provisions thereof.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement and Plan of Merger to be duly executed and delivered by their respective authorized officers, all as of the date first written above.

[Signature Page Follows this Page]

[Signature Page to Agreement and Plan of Merger dated as of January 1, 1996
between BPG Realty, Inc., a Florida corporation and
Patrinely Group, Inc., a Delaware corporation]

PARENT:

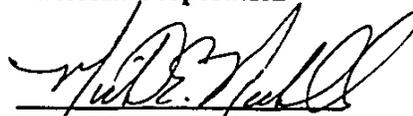
PATRINELY GROUP, INC.,
a Delaware Corporation



By: C. Dean Patrinely
Chief Executive Officer

SUBSIDIARY:

BPG REALTY, INC.,
a Florida Corporation



By: Michael E. Nicholls,
President

F 93 00000 3852

ARTICLES OF MERGER
Merger Sheet

MERGING:

BPG REALTY, INC., a Florida corporation, document number L88272

INTO

PATRINELY GROUP, INC., a Delaware corporation, F93000003852

File date: March 20, 1997

Corporate Specialist: Karen Gibson