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(Business Entity Name)

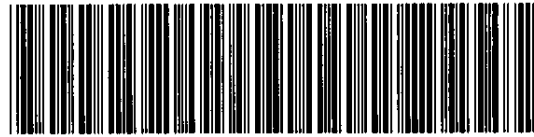
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08 DEC 23 AM 10:48

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

08 DEC 29 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

DEC 30 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 836588 4716061

AUTHORIZATION :

COST LIMIT : \$1000.00

FILED
08 DEC 29 AM 10:15
TALLAHASSEE, FLORIDA

ORDER DATE : December 22, 2008

ORDER TIME : 10:19 AM

ORDER NO. : 836588-010

PLEASE FILE 2nd**

CUSTOMER NO: 4716061

ARTICLES OF MERGER

CENTURY, LLC
HOLLEY BROWN, LLC
T&C, LLC

INTO

BARRAND, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
08 DEC 29 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Barrand, Inc.	Texas	Corporation
Century, LLC	Florida	Limited Liability Company
Holley Brown, LLC	Florida	Limited Liability Company
T&C, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Barrand, Inc.	Texas	Inc.

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 29, 2008

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Barrand, Inc.

420 Century Way, Suite 200

Red Oak, TX 75154-4471

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

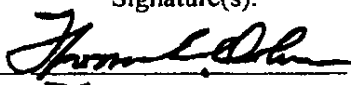



a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address:

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Barrand, Inc.		Thomas E. Dobson
T&C, LLC		Thomas E. Dobson
Holley Brown, LLC		Thomas E. Dobson
Century, LLC		Thomas E. Dobson

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Barrand, Inc.	Texas	Corporation
T&C, LLC	Florida	Limited Liability Company
Century, LLC	Florida	Limited Liability Company
Holley Brown, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Barrand, Inc.	Texas	Corporation

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

1. All assets, tangible and intangible, including all real property of the non-surviving merging entities are allocated to the surviving party, Barrand, Inc.
2. All liabilities and obligations of the non-surviving merging entities are allocated to the surviving party, Barrand, Inc.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All of the membership interests in each of the non-
surviving parties are converted to cash or other property
and allocated in their entirety to the survivor, Barrand,
Inc. The ownership interests of Barrand, Inc. remain
unchanged.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no rights of any merging party to acquire the
interests, shares, obligations or other securities of any
other merging party under this Agreement and Plan of
Merger.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Barrand, Inc. approved this Agreement and Plan of

Merger in accordance with the laws of the jurisdiction

where it was formed, Texas.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

This merger shall be effective December 29, 2008 at

3:01 p.m.

(Attach additional sheet if necessary)