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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**Chepenik and Associates, Incorporated**

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**ARTICLES OF MERGER****OF****CHEPENIK FINANCIAL SERVICES, INC.**  
a Florida corporation**WITH AND INTO****CHEPENIK AND ASSOCIATES, INCORPORATED,**  
a Florida corporation

Pursuant to Section 607.1105 of the Florida Business Corporation Act, CHEPENIK FINANCIAL SERVICES, INC., a Florida corporation, and CHEPENIK AND ASSOCIATES, INCORPORATED, a Florida corporation, hereby adopt the following Articles of Merger for the purpose of effecting the merger of CHEPENIK FINANCIAL SERVICES, INC., a Florida corporation, with and into CHEPENIK AND ASSOCIATES, INC., a Florida corporation:

**FIRST:** The plan of merger, pursuant to Section 607.1101 of the Florida Business Corporation Act, is as follows:

1. Chepenik and Associates, Incorporated, a Florida corporation (the "Surviving Corporation") desires to merge Chepenik Financial Services, Inc., a Florida corporation (the "Merging Corporation") with and into Surviving Corporation by way of a merger (the "Merger") pursuant to Section 607.1101 of the Florida Business Corporation Act.

2. At the Effective Time (as hereinafter defined), Merging Corporation shall be merged with and into Surviving Corporation and Surviving Corporation shall be the surviving corporation of the Merger.

3. The terms and conditions of the Merger are as follows:

(a) The Surviving Corporation shall continue the corporate existence of Surviving Corporation under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and 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 party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either corporation may be

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prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(b) The Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be amended and changed by reason of the merger herein certified by striking out Article I, and by substituting it lieu thereof the following:

"ARTICLE I. The name of the Corporation is Chepenik Financial Services, Inc."

(c) The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(d) The directors and officers of Surviving Corporation immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified or until their earlier resignation, removal or death.

4. The manner and basis of converting the shares of the parties to the Merger into shares of the Surviving Corporation, or into cash or other property, shall be as follows:

Each share of the common stock of the Merging Corporation issued and outstanding as of the Effective Date, shall be converted into and become, without action on the part of the holder thereof, the right to receive one share of the common stock of the Surviving Company after the Merger.

5. The Merger shall become effective upon the date and time of the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida (the "Effective Time").

**SECOND:** Pursuant to the applicable provisions of the Florida Business Corporation Act, the board of directors and shareholders of the Merging Corporation approved the Merger and the foregoing plan of merger by a unanimous written consents dated January 31, 2008.

**FOURTH:** Pursuant to the applicable provisions of the Florida Business Corporation Act, the board of directors and shareholders of Surviving Corporation approved the Merger and the foregoing plan of merger by a unanimous written consents dated January 31, 2008.

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IN WITNESS WHEREOF, Merging Corporation and Surviving Corporation have caused these Articles of Merger to be signed in their corporate names by their respective duly authorized officers as of the 31<sup>st</sup> day of January, 2008.

CHEPENIK AND ASSOCIATES,  
INCORPORATED (a Florida corporation)

By: 

Name: Barnett I. Chepenik

Title: President

CHEPENIK FINANCIAL SERVICES, INC.,  
a Florida corporation

By: 

Name: Barnett I. Chepenik

Title: President