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## MERGER OR SHARE EXCHANGE

BGA, INC.

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**ARTICLES OF MERGER  
OF  
GLS EQUITY HOLDINGS, LLC  
WITH AND INTO  
BGA, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger have been duly adopted and are submitted in accordance with Section 607.1108 of the Florida Business Corporation Act, and in accordance with Section 608.4382 of the Florida Limited Liability Company Act:

**First:** The name and jurisdiction of the surviving corporation ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
BGA, Inc.	Florida

**Second:** The name and jurisdiction of the merging limited liability company ("Merging Entity") is:

<u>Name</u>	<u>Jurisdiction</u>
GLS Equity Holdings, LLC	Florida

**Third:** On the Effective Date (as defined below), Merging Entity shall be merged with and into Surviving Corporation and the separate existence of Merging Entity shall cease (the "Merger"). Surviving Corporation is the surviving corporation of the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A-1 and made a part hereof.

**Fourth:** The Merger shall become effective ("Effective Date") on the date of filing these Articles of Merger with the Florida Department of State.

**Fifth:** In accordance with applicable Florida law, the Plan of Merger was approved by the sole Member of Merging Entity by Written Consent dated May 11, 2007.

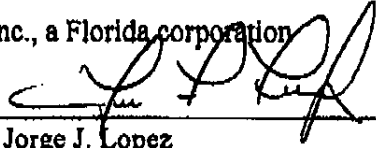
**Sixth:** In accordance with applicable Florida law, the Plan of Merger was approved by the sole Shareholder of Surviving Corporation by Written Consent dated May 11, 2007.

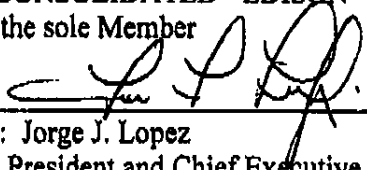
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IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of May 11, 2007.

BGA, Inc., a Florida corporation  
By:   
Name: Jorge J. Lopez  
Title: Director

GLS EQUITY HOLDINGS, LLC., a Florida limited liability company  
By: CONSOLIDATED EDISON SOLUTIONS, INC., the sole Member  
By:   
Name: Jorge J. Lopez  
Title: President and Chief Executive Officer

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**EXHIBIT A-1**  
**PLAN OF MERGER**  
**BETWEEN**  
**GLS EQUITY HOLDINGS, LLC**  
**AND**  
**BGA, INC.**

This Plan of Merger is entered into by and among GLS Equity Holdings, LLC, a Florida limited liability company, and BGA, Inc., a Florida corporation, for the purpose of merging, at the Effective Time (as defined below), GLS Equity Holdings, LLC with and into BGA, Inc., in accordance with the applicable provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, and the following agreements, terms and provisions (the "Merger").

1. **Parties to Merger and Name of Surviving Corporation.** The name and jurisdiction of the surviving corporation is BGA, Inc., a Florida corporation (the "Surviving Corporation"). The name and jurisdiction of the merging limited liability company is GLS Equity Holdings, LLC, a Florida limited liability company (the "Merging Entity"), and together with the Surviving Corporation (the "Entities").
2. **Terms and Conditions.** The terms and conditions of the Merger, are as follows:
  - (a) At the Effective Time (as defined below), Merging Entity will be merged with and into Surviving Corporation, the separate existence of Merging Entity shall cease and Surviving Corporation shall continue as the surviving corporation and shall be a direct wholly-owned subsidiary of Consolidated Edison Solutions, Inc.
  - (b) The Merger shall have the effect set forth in Section 607.1106 of the Florida Business Corporation Act and in Section 608.4383 of the Florida Limited Liability Company Act.
3. **Effective Time.** The Merger shall become effective ("Effective Time") on the date of filing the Articles of Merger with the Florida Department of State.
4. **Effect of Merger on Merging Entities Member Interests.** At the Effective Time, all Member Interests of the Merging Entity shall be cancelled.
5. **Articles of Incorporation of Surviving Corporation.** The Amended and Restated Articles of Incorporation of Surviving Corporation attached hereto as Exhibit A-2 shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time until thereafter modified or amended.
6. **Bylaws of Surviving Corporation.** The Bylaws of the Surviving Corporation in effect at the Effective Time, shall continue as the Bylaws of Surviving Corporation from and after the Effective Time until thereafter modified or amended.

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7. Directors and Officers of Surviving Corporation. The directors and officers of Surviving Corporation immediately after the Effective Time shall be the following individuals, until their respective successors are duly elected or appointed and qualified or their respective resignation or removal:

<u>Name and Business Address</u>	<u>Title/Position</u>
Jorge J. Lopez 701 Westchester Avenue, Suite 300 East White Plains, New York 10604	Director
Michael W. Gibson 3101 West Martin Luther King Jr. Boulevard, Suite 110 Tampa, FL 33607	President and Assistant Secretary
Sunil A. Shah 3101 West Martin Luther King Jr. Boulevard, Suite 110 Tampa, FL 33607	Vice President
Eric B. Lawton 3101 West Martin Luther King Jr. Boulevard, Suite 110 Tampa, FL 3607	Vice President and Assistant Secretary
James J. Dixon 701 Westchester Avenue, Suite 300 East White Plains, New York 10604	Assistant Secretary
Paul F. Mapelli 701 Westchester Avenue, Suite 300 East White Plains, New York 10604	Secretary
Mark Glucksman 701 Westchester Avenue, Suite 300 East White Plains, New York 10604	Chief Financial Officer

8. Approval by Surviving Corporation. The Merger has previously been submitted to and approved by the Surviving Corporation's sole Shareholder. The proper officers shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing, all documents, as the same may be necessary or proper to effect the Merger.

9. Approval by Merging Entity. The Merger has previously been submitted to and approved by the Merging Entity's sole Member. The proper representatives shall be, and hereby are,

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authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to effect the Merger.

10. Counterparts. This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

11. Miscellaneous. This Plan of Merger shall be construed in accordance with the laws of the State of Florida. The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto, and no other person shall have any rights or benefits whatsoever under this Plan of Merger, either as a third party beneficiary or otherwise.

**[SIGNATURE PAGE FOLLOWS]**

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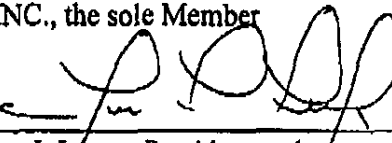
IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger  
as of May 11, 2007.

**BGA, Inc.**

By:   
\_\_\_\_\_  
Jorge J. Lopez, Director

**GLS EQUITY HOLDINGS, LLC**

By: CONSOLIDATED EDISON SOLUTIONS,  
INC., the sole Member

By:   
\_\_\_\_\_  
Jorge J. Lopez, President and  
Chief Executive Officer

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EXHIBIT A-2  
**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BGA, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned, Director of BGA, Inc., hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is BGA, Inc. (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was July 10, 1986, and the Corporation was assigned Document Number J23351 by the Florida Department of State.
2. The Amended and Restated Articles of Incorporation were duly adopted by the sole Shareholder of the Corporation on May 11, 2007 in accordance with the provisions of the Florida Business Corporation Act.
3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I.  
NAME**

The name of the Corporation is: BGA, Inc.

**ARTICLE II.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office address and mailing address of the Corporation is:

3101 West Martin Luther King, Jr. Blvd.  
Suite 110  
Tampa, Florida 33607

**ARTICLE III.  
CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue shall be one hundred shares (100), par value \$.10 per share. All such shares shall be common stock.

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**ARTICLE IV.  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 1201 Hays Street, Tallahassee, FL 32301. The name of the Corporation's registered agent at that office is Corporation Service Company.

IN WITNESS WHEREOF the undersigned has executed these Amended and Restated Articles of Incorporation this 11th day of May, 2007.

BGA, INC.

By: [Signature]  
Jorge J. Lopez, Director

**ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of BGA, Inc., a Florida corporation (the "Company"), in the Company's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Company at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

10th IN WITNESS WHEREOF, the undersigned has executed this Acceptance this day of May, 2007.

CORPORATION SERVICE COMPANY

By: [Signature]  
Name: Jeanine Reynolds  
Title: as its agent

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07 MAY 14 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA