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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
5/7



Allison R. Pofit
Paralegal, Corporate & Securities
Direct Dial 504-582-8547
Direct Fax 504-589-8547
apofit@joneswalker.com

April 30, 2008

Via Federal Express

Amendment Section- Division of Corporations
Florida Secretary of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Prodigal Millennium Solutions, Inc.- Articles and Plan of Merger

To Whom it May Concern:

At your earliest convenience, please file the enclosed original copy of the Articles and Plan of Merger of Prodigal Millennium Solutions, Inc., a Florida business corporation with and into Edelberg Compliance Associates, Inc., a Louisiana corporation. The Louisiana corporation will be the surviving entity.

Once filed, please return one certified copy of the Merger Document to me via FedEx account number 070101815 at the following address. I have enclosed an envelope for this purpose.

Allison R. Pofit
Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P.
201 St. Charles Ave., Suite 5100
New Orleans, LA 70170-5100

Please put our file number, 11269200, in the reference portion of the FedEx packing slip.

I have enclosed a check for \$78.75 for filing fees (\$35 for each entity merging plus \$8.75 for the certified copy). Due to the urgent nature of this transaction, please call me immediately at (504) 582-8547 if this amount is incorrect so that I may furnish a new check. Please do not hesitate to contact me if you have any questions.

Very truly yours,

A handwritten signature in cursive script, appearing to read "AP", written in dark ink.

Allison R. Pofit
Paralegal, Corporate & Securities

ARP/Enclosures

{N1810759.1}

JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE L.L.P.

201 ST. CHARLES AVENUE • NEW ORLEANS, LOUISIANA 70170-5100 • 504-582-8000 • FAX 504-582-8583 • E-MAIL info@joneswalker.com • www.joneswalker.com

BATON ROUGE HOUSTON LAFAYETTE MIAMI NEW ORLEANS WASHINGTON, D.C.

ARTICLES AND PLAN OF MERGER
MERGING
PRODIGAL MILLENNIUM SOLUTIONS, INC.
WITH AND INTO
EDELBERG COMPLIANCE ASSOCIATES, INC.

FILED
08 MAY -1 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of March 31, 2008, by and between Prodigal Millennium Solutions, Inc., a Florida corporation ("PMSI"), and Edelberg Compliance Associates, Inc., a Louisiana corporation ("ECAI").

WITNESSETH:

WHEREAS, the sole director and shareholder of each of PMSI and ECAI deem it advisable that PMSI be merged with and into ECAI (the "Merger") pursuant to the provisions of the Florida Business Corporation Act and the Louisiana Business Corporation Law (collectively, the "Acts") and upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, it is agreed as follows:

ARTICLE ONE
THE MERGER

Upon the terms and subject to the conditions hereof, at the Effective Time (as defined below), PMSI shall be merged with and into ECAI pursuant to the Certificate of Merger in the form attached hereto as Exhibit A and made a part hereof (the "Certificate of Merger"). As a result, the separate existence of PMSI shall thereupon cease, and ECAI shall be the surviving entity (the "Surviving Entity") of the Merger with the effects set forth in the Acts.

ARTICLE TWO
EFFECTIVE TIME

The Merger shall become effective when the Certificate of Merger is filed with the Secretary of State of Louisiana (the "Effective Time"), which filing shall be made as soon as practicable after the execution of this Agreement.

ARTICLE THREE
ARTICLES OF INCORPORATION

At the Effective Time, the articles of incorporation and bylaws of ECAI in effect immediately prior thereto shall remain the articles of incorporation and bylaws of the Surviving Entity until changed in accordance with their respective provisions and applicable law.

ARTICLE FOUR
CANCELLATION OF SHARES

At the Effective Time, by virtue of the Merger and without any further action on the part of PMSI or ECAI, all of the shares of PMSI, shall, by virtue of the Merger, be canceled.

ARTICLE V
EFFECTS OF MERGER

The Merger shall have the effects set forth in the applicable provisions of the Acts.

ARTICLE VI
FILING OF CERTIFICATE OF MERGER

This Agreement shall be executed and delivered by a duly authorized officer on behalf of each of PMSI and ECAI as required by the Acts.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date first above written.

PRODIGAL MILLENNIUM SOLUTIONS, INC.

By: Caral Edelberg
Caral Edelberg
President

EDELBERG COMPLIANCE ASSOCIATES, INC.

By: Caral Edelberg
Caral Edelberg
President

CERTIFICATE OF SECRETARY

On this 31st day of March, 2008, I, Jay Edelberg, the duly authorized and appointed Secretary of each of Prodigal Millennium Solutions, Inc. and Edelberg Compliance Associates, Inc., hereby certify, pursuant to Section 112(B) of the Louisiana Business Corporation Law, that this Agreement was approved by the sole stockholder of Prodigal Millennium Solutions, Inc. as required under the Florida Business Corporation Act and that pursuant to Section 112(E)(2) of the Louisiana Business Corporation Law no shareholder vote of Edelberg Compliance Associates, Inc. is required to approve this Agreement as no shares of the aforementioned company were issued prior to the adoption of this Agreement by its director.

Jay Edelberg
Jay Edelberg
Secretary

ACKNOWLEDGMENT AS TO PRODIGAL MILLENNIUM SOLUTIONS, INC.

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally came and appeared Caral Edelberg, the President of Prodigal Millennium Solutions, Inc., a Florida corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and being by me first duly sworn, declared to me and the undersigned competent witnesses that the statements therein contained are true and correct, and that he executed such instrument on behalf of such company for the purposes therein expressed and as his own act and deed.

IN WITNESS WHEREOF, the said appearer, witnesses and I have hereunto affixed our hands on this 31st day of March, 2008, at Baton Rouge, Louisiana.

WITNESSES:

Angela Thomas
Angela Thomas

Caral Edelberg
Caral Edelberg

Debra L. Maples
Debra L. Maples

Jenese C. Beckstrom
NOTARY PUBLIC

Jenese C. Beckstrom
Notary Public
Parish of East Baton Rouge
My Commission is for Life
Notary ID No. 55800

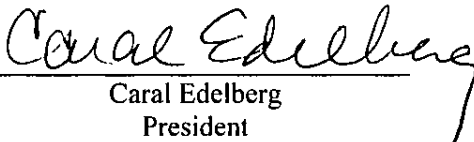


**CERTIFICATE OF PRESIDENT OF
PRODIGAL MILLENNIUM SOLUTIONS, INC.**

(A Florida corporation)

I hereby certify that I am the duly elected President of Prodigal Millennium Solutions, Inc., a Florida corporation, presently serving in such capacity, and that the foregoing Agreement and Plan of Merger was, in the manner required by Section 112 of the Louisiana Business Corporation Law and Section 1103 of the Florida Business Corporation Act, duly approved, without alteration or amendment, by written consent of the sole director and sole shareholder of Prodigal Millennium Solutions, Inc.

Certificate dated March 31, 2008.



Caral Edelberg
President

ACKNOWLEDGMENT AS TO EDELBERG COMPLIANCE ASSOCIATES, INC.

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally came and appeared Caral Edelberg, the President of Edelberg Compliance Associates, Inc., a Louisiana corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and being by me first duly sworn, declared to me and the undersigned competent witnesses that the statements therein contained are true and correct, and that she executed such instrument on behalf of such company for the purposes therein expressed and as his own act and deed.

IN WITNESS WHEREOF, the said appearer, witnesses and I have hereunto affixed our hands on this 31st day of March, 2008, at Baton Rouge, Louisiana.

WITNESSES:

Angela Thomas
Angela Thomas

Caral Edelberg
Caral Edelberg

Debra L. Maples
Debra L. Maples

Jenese C. Beckstrom
NOTARY PUBLIC

Jenese C. Beckstrom
Notary Public
Parish of East Baton Rouge
My Commission is for Life
Notary ID No. 55800

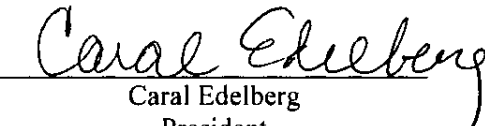


**CERTIFICATE OF PRESIDENT OF
EDELBERG COMPLIANCE ASSOCIATES, INC.**

(A Louisiana corporation)

I hereby certify that I am the duly elected President of Edelberg Compliance Associates, Inc., a Louisiana corporation, presently serving in such capacity, and that the foregoing Agreement and Plan of Merger was, in the manner required by Section 112 of the Louisiana Limited Liability Company Law (the "Law"), duly approved, without alteration or amendment, by written consent of the sole director of Edelberg Compliance Associates, Inc. I also hereby certify that Edelberg Compliance Associates, Inc. issued none of its shares prior to its director approving the foregoing Agreement and Plan of Merger, which, pursuant to Section 112(E)(2) of the Louisiana Business Corporation Law, negates the requirement that the Agreement and Plan of Merger be approved by shareholder consent.

Certificate dated March 31, 2008.


Caral Edelberg
President

CERTIFICATE OF MERGER
MERGING
PRODIGAL MILLENNIUM SOLUTIONS, INC.
WITH AND INTO
EDELBERG COMPLIANCE ASSOCIATES, INC.

The undersigned corporation, acting pursuant to Sections 607.1101 through 607.1110 of the Florida Business Corporation Act and Sections 12-111 through 12-115 of the Louisiana Business Corporation Law, hereby certifies that:

FIRST, that the name, state of organization and type of entity of each of the entities that are parties to the merger to which this Certificate relates ("the Constituent Entities") are as follows:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
Prodigal Millennium Solutions, Inc.	Florida	Corporation
Edelberg Compliance Associates, Inc.	Louisiana	Corporation

SECOND, that an Agreement and Plan of Merger among the Constituent Entities (the "Agreement"), providing for the merger (the "Merger") of Prodigal Millennium Solutions, Inc., a Florida corporation, with and into Edelberg Compliance Associates, Inc., a Louisiana corporation, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Sections 607.1101 through 607.1110 of the Florida Business Corporation Act and Sections 12-111 through 12-115 of the Louisiana Business Corporation Law.

THIRD, that the surviving entity shall be Edelberg Compliance Associates, Inc. (the "Surviving Entity").

FOURTH, that the Articles of Incorporation and the bylaws of the Surviving Entity as in effect at the effective time of the Merger shall continue in full force and effect as the Articles of Incorporation and the bylaws of the Surviving Entity until altered, amended or repealed as provided by their respective provisions or by law.

FIFTH, that a copy of the Agreement is on file at the principal place of business of the Surviving Entity at 19315 Bellerive Court, Baton Rouge, LA 70809; and

SIXTH, that a copy of the Agreement will be furnished by the Surviving Entity upon request and without charge to any shareholder of any Constituent Entity.

SEVENTH, that the Surviving Entity agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Prodigal Millennium Solutions, Inc., as well as for enforcement of any obligation of the Surviving Entity arising from the Merger, and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceedings, a copy of which shall be mailed by the Secretary of State of Florida to Edelberg Compliance Associates, c/o Caral Edelberg, 19315 Bellerive Court, Baton Rouge, LA 70809.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, the Surviving Entity has caused this Certificate of Merger to be executed this 31st day of March, 2008.

EDELBERG COMPLIANCE ASSOCIATES, INC.

By: Caral Edelberg
Caral Edelberg
President