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MERGER OR SHARE EXCHANGE

DONALD A. BURNS FOUNDATION, INC.

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ARTICLES OF MERGER
OF
DONALD A. BURNS FOUNDATION, INC.,
a Florida not for profit corporation,
into
DONALD A. BURNS FOUNDATION, INC.,
a Delaware nonstock corporation

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to Section 617.1105, Florida Statutes:

FIRST: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Donald A. Burns Foundation, Inc.	Delaware	N/A

SECOND: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Donald A. Burns Foundation, Inc.	Florida	N98000006476

THIRD: The Plan and Agreement of Merger is attached.

FOURTH: The merger will become effective on the date the Articles of Merger are filed with the Florida Department of State.

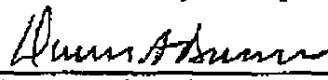
FIFTH: The Plan and Agreement of Merger was adopted by the written consent of the sole member of the surviving corporation on December 29 , 2008 and executed in accordance with Section 228(b) of the Delaware General Corporation Law.

SIXTH: The Plan and Agreement of Merger was adopted by the written consent of the sole member of the merging corporation on December 29 , 2008 and executed in accordance with Section 617.0701, Florida Statutes.


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IN WITNESS WHEREOF, the undersigned have executed these Articles of
Merger as of the 29th day of December, 2008.

DONALD A BURNS FOUNDATION,
INC., a Florida not for profit corporation

By: 
Name: Donald A. Burns
Title: President

DONALD A. BURNS FOUNDATION,
INC., a Delaware nonstock corporation

By: 
Name: Donald A. Burns
Title: President

PLAN AND AGREEMENT OF MERGER

OF

DONALD A. BURNS FOUNDATION, INC.,
a Florida not for profit corporation

AND

DONALD A. BURNS FOUNDATION, INC.,
a Delaware nonstock corporation

This Plan and Agreement of Merger, dated as of the 24th day of December, 2008,
by and between Donald A. Burns Foundation, Inc., a Delaware nonstock corporation (the
"Delaware Corporation"), and Donald A. Burns Foundation, Inc., a Florida not for profit
corporation (the "Florida Corporation").

WITNESSETH:

WHEREAS, the Delaware Corporation is a nonstock corporation organized and
existing under the laws of the State of Delaware, its Certificate of Incorporation having
been filed in the Office of the Secretary of State of the State of Delaware on December 1,
2008;

WHEREAS, the Certificate of Incorporation of the Delaware Corporation
provides that it is organized exclusively for charitable purposes and that its assets will be
irrevocably dedicated to such purposes;

WHEREAS, the Florida Corporation is a not for profit corporation organized and
existing under the laws of the State of Florida, its Articles of Incorporation having been
filed in the Office of the Secretary of State of the State of Florida on November 13, 1998;

WHEREAS, the Boards of Directors and members of each of the constituent
corporations deem it advisable that the Florida Corporation be merged with and into the
Delaware Corporation (the "Merger") on the terms and conditions hereinafter set forth, in
accordance with the applicable provisions of the statutes of the State of Delaware and the
State of Florida, which permit such merger;

WHEREAS, the Florida Corporation is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code (the "IRC" and such exemption, the "Exemption"); and

WHEREAS, the Merger is intended to qualify as a mere change in place of organization under Section 368(a)(1)(F) of the IRC, and, therefore, the Delaware Corporation is expected to be treated as if it were the Florida Corporation for federal income tax purposes, and the Exemption is expected to apply to the Delaware Corporation;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, and in accordance with the provisions of the Delaware General Corporation Law and the Florida Not For Profit Corporation Act, the Delaware Corporation and the Florida Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

FIRST: The Delaware Corporation and the Florida Corporation shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the State of Delaware and the State of Florida, by the Florida Corporation merging with and into the Delaware Corporation, which shall be the surviving corporation.

SECOND: Upon the Merger becoming effective as provided in the applicable laws of the State of Delaware and the State of Florida (the time when the Merger shall so become effective, the "Effective Time"), the separate existence of the Florida Corporation shall cease and the Delaware Corporation, as the surviving corporation in the Merger, shall continue its corporate existence under the laws of the State of Delaware.


THIRD: The Delaware Corporation shall possess all of the rights, privileges, immunities, powers and franchises of the Florida Corporation, and shall by operation of law become liable for all the debts, liabilities and duties of the Florida Corporation to the same extent as if said debts, liabilities, and duties had been incurred or contracted by the Delaware Corporation, as provided in the Delaware General Corporation Law and the Florida Not For Profit Corporation Act.

FOURTH: The Certificate of Incorporation of the Delaware Corporation shall not be amended in any respect by reason of this Plan and Agreement of Merger.

FIFTH: The members of the Delaware Corporation following the Merger shall, in accordance with the Delaware Bylaws, be the persons then serving as directors of the Delaware Corporation.

IN WITNESS WHEREOF, the Delaware Corporation and the Florida Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

DONALD A. BURNS FOUNDATION,
INC., a Florida not for profit corporation

By: 
Name: Donald A. Burns
Title: President

DONALD A. BURNS FOUNDATION,
INC., a Delaware nonstock corporation

By: 
Name: Donald A. Burns
Title: President