

PO1000011277

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TPS Holdings, Inc.

Certificate of Status	0
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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TPS Holdings, Inc.	Delaware	3908689

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
TPS Holdings II, Inc.	Florida	PO1000011277

Third: The Plan and Agreement of Merger is attached.

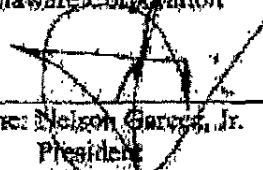
Fourth: The merger shall become effective on the date of filing of the Certificate of Merger with the Secretary of State of the State of Delaware.

Fifth: The Plan and Agreement of Merger was adopted by the stockholders of the surviving corporation on February 1, 2005.

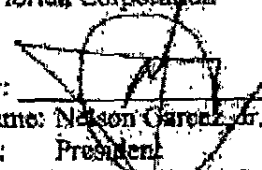
Sixth: The Plan and Agreement of Merger was adopted by PSEG Americas L.L.C., the sole shareholder of the merging corporation, on January 25, 2005.

Seventh: SIGNATURES FOR EACH CORPORATION

Surviving Corporation
 TPS Holdings, Inc.,
 a Delaware Corporation

By: 
 Name: Nelson Garces, Jr.
 Its: President
 Dated: February 8, 2005

Merging Corporation
 TPS Holdings II, Inc.,
 a Florida Corporation

By: 
 Name: Nelson Garces, Jr.
 Its: President
 Dated: February 8, 2005

ATTACHMENT A**PLAN AND AGREEMENT OF MERGER****OF****TPS HOLDINGS II, INC.**
(a Florida corporation)**WITH AND INTO****TPS HOLDINGS, INC.**
(a Delaware corporation)

This Plan and Agreement of Merger (this "Agreement") is for the purpose of merging TPS Holdings II, Inc., a Florida corporation ("TPS Florida"), with and into TPS Holdings, Inc., a Delaware corporation ("TPS Delaware"), in accordance with the provisions of the General Corporation Law of the State of Delaware including, but not limited to, Section 252 thereof; and in compliance with Section 607.1101 of the Florida Business Corporation Act and the laws of any other applicable jurisdiction of incorporation.

1. TPS Florida shall be merged with and into TPS Delaware and TPS Delaware shall be the surviving corporation.
2. The name of the surviving corporation shall be "TPS Holdings, Inc."
3. The designation and number of outstanding shares of TPS Florida is as follows:

<u>Designation</u>	<u>Number</u>
Common	100

4. The terms and conditions of the merger are as follows:
 - (a) On the Effective Date (as hereinafter defined), each share of TPS Florida then issued and outstanding shall be canceled.
 - (b) Each share of TPS Delaware issued and outstanding on the Effective Date shall not be changed or converted and shall continue to be issued and outstanding. No additional shares of TPS Delaware shall be issued as a result of such merger.
 - (c) The Certificate of Incorporation of TPS Delaware shall not be amended and shall remain as the Certificate of Incorporation of the surviving corporation.


5. This Agreement shall take effect and the merger contemplated by this Agreement shall become effective on the date of filing of the Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Date").
6.
 - a) On the Effective Date, the merger contemplated by this Agreement shall have the effects provided for under Section 252(a) et seq. of the General Corporation Law of the State of Delaware, and as provided for under Section 607.1106(1) et seq. of the Florida Business Corporation Act.
 - b) In furtherance, and not in limitation of, the provisions of subparagraph (a) of this Paragraph 6, on the Effective Date, the existence of TPS Florida shall cease and it shall be merged with and into TPS Delaware in accordance with this Agreement. TPS Delaware shall survive this merger and shall continue in existence and shall, without transfer, succeed to and possess all of the rights, privileges, immunities, powers, and purposes of TPS Florida; all the property, real and personal, including subscriptions to shares, causes of action, and every other asset of TPS Florida, shall vest in TPS Delaware without further act or deed; and TPS Delaware shall assume and be liable for all the liabilities, obligations due or to become due from, or claim, demand or cause existing against TPS Florida, or any shareholder, officer or director thereof. Neither the rights of creditors nor any liens upon the property of TPS Holdings II, Inc. or TPS Holdings, Inc. shall be impaired by such merger. No action or proceeding, civil or criminal, then pending by or against TPS Florida, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or TPS Delaware may be substituted in each action or special proceeding in the place of TPS Florida.
 - c) At any time, or from time to time, after the Effective Date, the last acting officers of TPS Florida, or the officers of TPS Delaware in the name of TPS Florida, shall execute and deliver, or cause to be delivered, all such deeds, assignments or other instruments, and shall take or cause to be taken such other and further actions, as TPS Delaware may deem necessary or desirable in order to carry out the intent and purpose of this Agreement.
7. It is intended that this merger qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by their duly authorized corporate officers this 1st day of February 2005.


Attest:


Matthew J. McGrath
Secretary


TPS HOLDINGS II, INC.

By: 
Nelson Garcez, Jr.
President

Attest:


Matthew J. McGrath
Secretary

TPS HOLDINGS, INC.

By: 
Nelson Garcez, Jr.
President

STATE OF NEW JERSEY :
COUNTY OF ESSEX :

On this 1st day of February 2005, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared Nelson Garcez, Jr. and Matthew J. McGrath, the President and Secretary, respectively, of TPS Holdings II, Inc., a Florida corporation, who I am satisfied are the persons named in and who executed the foregoing instrument and they did acknowledge that they signed, sealed and delivered the same as the act and deed of such corporation, made by authority of its Board of Directors, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal.



Malgorzata Nowakowski
Notary Public

MALGORZATA NOWAKOWSKI
Notary Public of New Jersey
No. 2311444
Registered in Essex County
My Commission Expires February 19, 2009

STATE OF NEW JERSEY :
COUNTY OF ESSEX :

On this 1st day of February 2005, before me, the undersigned, a Notary Public of the State of New Jersey, personally appeared Nelson Garcez, Jr. and Matthew J. McGrath, the President and Secretary, respectively, of TPS Holdings, Inc., a Delaware corporation, who I am satisfied are the persons named in and who executed the foregoing instrument and they did acknowledge that they signed, sealed and delivered the same as the act and deed of such corporation, made by authority of its Board of Directors, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal.


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