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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Menger
@ 10.4.05

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September 27, 2005

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger

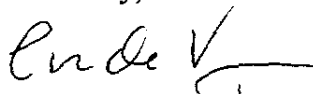
Dear Sir or Madam:

Enclosed for filing with your office please find Articles of Merger of Engineering Forensics Group, Inc., Document No. P02000126118 (original and one copy). I have enclosed payment in the amount of \$70 for the filing fee.

Please return all correspondence and a stamped "Filed" copy of the Articles of Merger to my attention at the address set forth above.

If you have any questions regarding this matter, please contact me. Thank you very much for your assistance.

Sincerely,



Elizabeth de Vega
Legal Assistant

FILED
05 SEP 28 AM 10:00
STATE
TALLAHASSEE, FLORIDA

elv
Encl.
018358.0002

ARTICLES OF MERGER

of

ENGINEERING FORENSICS GROUP, INC.
(a Florida corporation)

into

ENGINEERING FORENSICS GROUP, INC.
(a Tennessee corporation)

FILED
05 SEP 28 AM 10:00
CLERK OF CIRCUIT
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned execute the following Articles of Merger for the purpose of merging a Florida corporation with and into a Tennessee corporation as the surviving entity:

1. The name and jurisdiction of each entity which is a party to the merger are:
 - (a) Engineering Forensics Group, Inc.
Florida (Document No. P02000126118)
 - (b) Engineering Forensics Group, Inc.
Tennessee
2. The surviving entity shall be Engineering Forensics Group, Inc., a Tennessee corporation (the "Surviving Entity").
3. The Plan of Merger was approved and adopted on September 27, 2005, by the shareholders of the Surviving Entity.
4. The Plan of Merger was approved and adopted on September 27, 2005, by the Board of Directors of Engineering Forensics Group, Inc., a Florida corporation, and shareholder approval was not required.
5. A copy of the Plan of Merger is attached hereto as **Exhibit A**.
6. The merger is to be effective as of September 30, 2005.

[Signatures to follow on next page.]

Dated this 27th day of September, 2005.

ENGINEERING FORENSICS GROUP, INC.
a Florida corporation

By: Don R. Moore
Don R. Moore
President

ENGINEERING FORENSICS GROUP, INC.
a Tennessee corporation

By: Don R. Moore
Don R. Moore
President

EXHIBIT A

Plan of Merger

(attached)

PLAN OF MERGER
of
ENGINEERING FORENSICS GROUP, INC.
(a Florida corporation)
into
ENGINEERING FORENSICS GROUP, INC.
(a Tennessee corporation)

This Plan of Merger (the "Plan") is made and entered into this 27th day of September, 2005, by and between ENGINEERING FORENSICS GROUP, INC., a Florida corporation ("EFG-FL"), and ENGINEERING FORENSICS GROUP, INC., a Tennessee corporation ("EFG-TN").

WHEREAS, the parties hereto wish to provide for the merger of EFG-FL with and into EFG-TN (the "Merger"), pursuant to which EFG-TN will be the surviving entity (the "Surviving Entity"), upon the terms and conditions contained herein;

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

1. Merger and Effect of Merger.

- (a) The parties to the Merger are Engineering Forensics Group, Inc., a Tennessee corporation, and Engineering Forensics Group, Inc., a Florida corporation.
- (b) At the Effective Date (as defined in Section 3 hereof), EFG-FL shall be merged with and into EFG-TN and the separate existence of EFG-FL shall thereupon cease. EFG-TN, a Tennessee corporation, shall be the Surviving Entity in the Merger, and, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.
- (c) The Surviving Entity shall succeed to all of the rights, privileges, and powers of EFG-TN and EFG-FL, all of the properties and assets of EFG-TN and EFG-FL and all of the debts, choses in action and other interests due or belonging to EFG-TN and EFG-FL, and shall be subject to, and responsible for, all of the debts, liabilities and duties of EFG-TN and EFG-FL to the extent required by the laws of the State of Tennessee and the State of Florida.

- (d) If, at any time after the Effective Date, the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Entity its right, title or interest in, to or under any of the rights, properties or assets of EFG-TN or EFG-FL acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or to otherwise carry out this Plan, the officers of the Surviving Entity shall and will be authorized to execute and deliver, in the name and on behalf of the parties hereto or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the parties hereto or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Entity, or to otherwise carry out this Plan.
- (e) The Charter and Bylaws of the Surviving Entity as existing and constituted immediately prior to the Effective Date shall be and constitute the Charter and Bylaws of the Surviving Entity.

2. **Conversion of Interests.** The manner and basis of converting the ownership interests of the shareholders of EFG-FL into ownership interests in the Surviving Entity shall be as follows:

- (a) The ownership interests of the shareholders of EFG-FL shall be canceled in consideration of the assumption by the Surviving Entity of all of the assets and liabilities of EFG-FL.
- (b) All of the ownership interests of the shareholders of EFG-TN as of the Effective Date shall continue to represent ownership interests of the Surviving Entity and shall be unaffected by the Merger.
- (c) For his stock in EFG-FL, Richard A. Ryabik shall receive twenty-five hundred dollars (\$2,500), which both EFG-FL and the Surviving Entity agree represents fair value for his stock. The Surviving Entity shall pay said cash consideration to Richard A. Ryabik within ten (10) days after the Effective Date.

3. **Effective Date.** As used in this Plan, the "Effective Date" shall be September 30, 2005.

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the date first above written.

ENGINEERING FORENSICS GROUP, INC.
(a Florida corporation)

By: Don R. Moore
Don R. Moore
President

ENGINEERING FORENSICS GROUP, INC.
(a Tennessee corporation)

By: Don R. Moore
Don R. Moore
President