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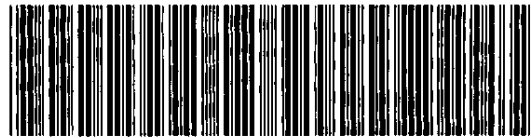
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUL 23 AM 9:50

merger/cc
@ 7/30/10

**Odin
Feldman
Pittleman PC**

David A. Lawrence, Esquire
david.lawrence@ofplaw.com
Direct: 703-218-2181

July 22, 2010

Via Federal Express

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: DeWitt Services, Inc. - Articles of Merger

Dear Sir/Madam:

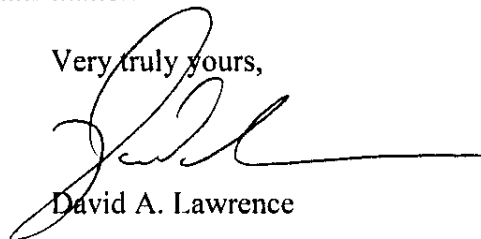
Please find enclosed for filing the original Articles and Plan of Merger for the above entity that is merging out of Florida to a Virginia corporation. Also enclosed is our firm check in the amount of \$78.75 made payable to the Florida Department of State to include the \$70 filing fee and \$8.75 fee for a certified copy of the filing.

Please return the certified copy to us in the self-addressed, stamped envelope enclosed.

If you have any questions or need additional information, please do not hesitate to call me.

Thank you for your assistance in this matter.

Very truly yours,



David A. Lawrence

DAL/be

Enclosures

cc: Mr. Bill DeWitt

William A. Fritz, CPA

#1255480v1 ltr to SCC w-Art of Merger_Fla_DeWitt 41914/00001

**ARTICLES AND PLAN OF MERGER
OF
DeWITT SERVICES, INC. (a Florida corporation)
WITH AND INTO
DeWITT SERVICES, INC. (a Virginia corporation)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUL 23 AM 9:50

The undersigned corporations, under the Florida Business Corporation Act ("Florida Act") and Article 12 of the Virginia Stock Corporation Act ("Virginia Act"), execute the following Articles and Plan of Merger and set forth as follows:

1. **PARTIES TO MERGER; PLAN OF MERGER.** DeWitt Services, Inc., a Florida corporation ("DeWitt-Fla") and DeWitt Services, Inc., a Virginia corporation ("DeWitt-VA") have agreed to a plan of merger (the "**Plan of Merger**") under which, DeWitt-Fla will merge with and into DeWitt-VA, with DeWitt-VA to be the surviving entity, as follows:
 - (A) **The Merger.** At the Effective Time (as defined below), DeWitt-Fla will be merged with and into DeWitt-VA in accordance with the Florida Act and the Virginia Act (the "**Merger**"). At the Effective Time, DeWitt-VA will be, and continue in existence as, the surviving corporation, and the separate corporate existence of DeWitt-Fla will cease.
 - (B) **Articles of Incorporation, Bylaws and Name.** The Articles of Incorporation and Bylaws of DeWitt-VA in effect at the Effective Time will continue (until amended or repealed in accordance with applicable law) to be the Articles of Incorporation and Bylaws of DeWitt-VA after the Effective Time.
 - (C) **Effect of Merger on Outstanding Shares.** Both DeWitt-Fla and DeWitt-VA are owned 100% by or on behalf of the identical shareholder. Therefore, at the Effective Time, each share of DeWitt-Fla common stock issued and outstanding immediately prior to the Effective Time will be cancelled and the 1,000 shares of the common stock of DeWitt-VA will be issued, outstanding and owned by or for the benefit of the sole shareholder of DeWitt-Fla.
2. **STATEMENT FOR FLORIDA BY FOREIGN CORPORATION.** DeWitt-VA was incorporated under the Virginia Stock Corporation Act immediately prior to filing of these Articles of Merger. The terms and conditions set forth in these Articles of Merger were recommended, advised, authorized and approved by DeWitt-VA in accordance with its Articles of Incorporation, Bylaws and the laws of the Commonwealth of Virginia.
3. **AUTHORIZATION OF PARTICIPATION.** DeWitt-Fla's participation in the Merger is permitted and was duly authorized in accordance with the Florida Act; and DeWitt-VA's participation in the Merger is permitted and was duly authorized in accordance with the Virginia Act.
4. **DIRECTOR & SHAREHOLDER VOTE.** Both DeWitt-Fla's and DeWitt-VA's shareholders and directors were required to vote on the Plan of Merger, and on July 20, 2010, all of the

the shareholders and directors of both corporations unanimously approved and adopted the Plan of Merger by separate written consents.

5. **TOTAL AUTHORIZED SHARES; CLASSES OF STOCK; PAR VALUE OF SHARES.** DeWitt-Fla is authorized to issue 5,000 shares of \$.01 par value common stock. This is the only class of stock authorized by DeWitt Fla's Articles of Incorporation. DeWitt-VA is authorized to issue 5,000 shares of \$1.00 par value common stock. This is the only class of stock authorized by DeWitt-VA's Articles of Incorporation.
6. **NO FLORIDA ASSETS.** DeWitt-Fla does not own (a) any land or (b) any assets in the State of Florida.
7. **AGENT FOR SERVICE.** It is understood that the Surviving Corporation is deemed to appoint the Florida Secretary of State for its agent for service of process for all purposes and that it agrees to promptly pay any dissenting shareholders in accordance with the Florida Act.
8. **EFFECTIVE TIME.** These Articles of Merger will become effective as of the later of the date these Articles are approved by the Virginia State Corporation Commission or the Florida Department of State (the "Effective Time").

Witness the following signatures and seals by the Constituent Corporations, their officers having sworn under the penalty of perjury that the foregoing is a corporate act.

DeWITT SERVICES, INC.
(a Virginia corporation)

Carol A. Gardner
Attest

By: Bill B. DeWitt (SEAL)
Bill B. DeWitt, President

DeWITT SERVICES, INC.
(a Florida corporation)

Carol A. Gardner
Attest

By: Bill B. DeWitt (SEAL)
Bill B. DeWitt, President

#1248358v1 Articles of Merger_DeWitt 41914/00001