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TALLAHASSEE, FLORIDA

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ORIGINAL

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FULCRUM FINANCIAL ADVISORS, LTD.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MICHAEL T. REILLY

(Name of person)

FULCRUM FINANCIAL ADVISORS, LTD.

(Name of firm/company)

1417 SADLER ROAD, NO. 270

(Address)

FERNANDINA BEACH, FL 32034-4466

(City, state and zip code)

For further information concerning this matter, please call:

MICHAEL T. REILLY

(Name of person)

at (904)

583-2849

(Area code & daytime telephone number)

- ☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Profit Corporations)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
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INC. FULCRUM FINANCIAL ADVISORS, LTD.	FLORIDA	P030002157914
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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
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FULCRUM FINANCIAL ADVISORS, LTD.	NEW JERSEY	

Third: The Plan of Merger is attached.

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

OR 12/15/2003 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/15/2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/15/2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
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Fulcrum Financial Advisors, Inc.	<i>Michael Reilly</i>	MICHAEL T. REILLY, PRESIDENT
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Fulcrum Financial Advisors, Ltd.	<i>Michael Reilly</i>	
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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

FULCRUM FINANCIAL ADVISORS, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

FULCRUM FINANCIAL ADVISORS, LTD.

NEW JERSEY

Third: The terms and conditions of the merger are as follows:

- A. FULCRUM FINANCIAL ADVISORS, LTD., A NEW JERSEY CORPORATION (HEREINAFTER "FFAL NJ") HEREBY IS MERGED INTO FULCRUM FINANCIAL ADVISORS, INC., A FLORIDA CORPORATION (HEREINAFTER "FFAL FL").
- B. FFAL FL IS THE SURVIVING CORPORATION.
- C. FFAL NJ SHARES ARE EXCHANGED FOR FFAL FL SHARES ON A ONE-TO-ONE BASIS.
- D. CONSISTENT WITH THE FLORIDA BUSINESS CORPORATION ACT, THE BY LAWS OF FFAL NJ ARE ADOPTED BY FFAL FL MUTATIS MUTANDIS AS IF FULLY SET FORTH THEREIN.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

FFAL NJ SHARES ARE EXCHANGED FOR FFAL FL SHARES ON A ONE-TO-ONE BASIS.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

SEE PARAGRAPH THIRD HEREOF.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

SEE PARAGRAPH THIRD HEREOF.