

H04000039884

ARTICLES AND PLAN OF MERGER

MERGING

RUBINO & MCGEEHIN CONSULTING GROUP, INC.
(a Maryland corporation)

INTO

RUBINO & MCGEEHIN CONSULTING GROUP, INC.
(a Florida corporation)

FILED
04 FEB 24 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), the domestic wholly owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following Articles and Plan of Merger.

ARTICLE ONE

Article Four hereof sets forth the Plan of Merger for merging Rubino & McGeehin Consulting Group, Inc., a corporation organized and existing under the laws of the State of Maryland (hereinafter sometimes referred to as the "Merged Corporation"), with and into Rubino & McGeehin Consulting Group, Inc., a corporation organized and existing under the laws of the State of Florida and a wholly owned subsidiary of the Merged Corporation (hereinafter sometimes referred to as the "Surviving Corporation"), both of which corporations agree to effect such merger (the "Merger"), as approved by Written Consent in Lieu of a Special Meeting of the Board of Directors of the Merged Corporation on December 31, 2003 and approved by Written Consent in Lieu of a Special Meeting of the Board of Directors of the Surviving Corporation on December 31, 2003.

ARTICLE TWO

The Merger of the Merged Corporation with and into the Surviving Corporation is permitted by the laws of organization of the Merged Corporation and the Surviving Corporation and has been authorized in compliance with said laws. The date of adoption of the Articles and Plan of Merger by the Board of Directors of the Merger Corporation was December 31, 2003 and by the Board of Directors of the Surviving Corporation was December 31, 2003.

ARTICLE THREE

Shareholder approval was not required for the Merger.

ARTICLE FOUR

The Plan of Merger is as follows:

1. The Merged Corporation, which is a business corporation of the State of Maryland and is the parent corporation and the owner of all of the outstanding shares of the Surviving Corporation, which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges itself with and into the Surviving Corporation pursuant to the provisions of the Act and pursuant to the provisions of the laws of the jurisdiction of organization of the Merged Corporation.
2. The separate existence of the Merged Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the Maryland General Corporation Law, and the Surviving Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Act.
3. The manner and basis of converting or exchanging the shares of the Merged Corporation into shares of the Surviving Corporation shall be as follows: Upon the effective date of the merger, (i) each one (1) share of Common Stock of the Merged Corporation held by each stockholder of record (as of the effective date of the merger) shall cease to exist, and ipso facto

and without any action on the part of the holder thereof, be changed and converted into one (1) share of Common Stock of the Surviving Corporation. For the purpose of receiving a stock certificate or certificates evidencing such shares of Common Stock of the Surviving Corporation, each such stockholder shall surrender to the Surviving Corporation the stock certificate or certificates evidencing the shares of Common Stock of the Merged Corporation owned of record by such stockholder immediately prior to the merger contemplated herein, and shall receive, upon request or as soon thereafter as is practical, on the basis of such surrender, a certificate or certificates for shares of Common Stock of the Surviving Corporation based on the foregoing ratio.

4. ~~Charter.~~ The Charter of the Surviving Corporation, as the same shall exist on the effective date of the Merger, shall continue in full force and effect as the charter of the Surviving Corporation.

5. ~~Bylaws.~~ The Bylaws of the Surviving Corporation, as the same shall exist on the effective date of the Merger, shall remain and be the Bylaws of the Surviving Corporation, until the same shall be altered, amended, rescinded or repealed or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and the laws of the State of Florida.

6. ~~Directors and Officers.~~ The Board of Directors of the Surviving Corporation as of the effective date of the Merger shall continue as the Board of Directors until the next Annual Meeting of Stockholders of the Surviving Corporation. The number of Directors of the Surviving Corporation shall continue to be two (2) and shall be the following persons:

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Louis J. Rubino

Patrick A. McGeehin

The following officers of the Surviving Corporation immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of the Surviving Corporation:

Name	Office
Patrick A. McGeehin	Chairman of the Board and Chief Executive Officer
Louis J. Rubino	Vice Chairman of the Board and Vice President
Patrick A. McGeehin	President
Moiré Suntum	Secretary
Barbara A. Bennett	Treasurer

7. Assets and Liabilities. (A) Upon the effective date of the Merger, the separate existence of the Merged Corporation shall cease, and all rights, privileges, powers, property (real, personal or mixed), franchises, registrations, permits and other assets and interests of every kind and description of the Merged Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and shall be as effectively the property of the Surviving Corporation as they were of the Merged Corporation; and the Merger shall otherwise have the legal effect prescribed by the laws of the State of Maryland. The Merged Corporation, from time to time, as and when requested by the Surviving Corporation, its successors or assigns, shall execute and deliver (or cause to be executed and delivered) by the proper officers or directors of such Merged Corporation, all such assignments, conveyances, deeds and/or instruments or documents and assurances in law, and shall take (or cause to be taken) such further or other actions, as the Surviving Corporation may deem necessary or desirable in order fully and effectively to vest in and confirm to the Surviving Corporation good

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31st day of December, 2003.


ATTEST:

RUBINO & MCGEEHIN CONSULTING GROUP
INC., a Maryland corporation

By:


Moira Sununu, Secretary

By:



Patrick A. McGeehin, Chairman of the Board

[Corporate Seal]

ATTEST:

RUBINO & MCGEEHIN CONSULTING GROUP
INC., a Florida corporation

By:


Moira Sununu, Secretary

By:


Patrick A. McGeehin, Chairman of the Board

[Corporate Seal]