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Phone : (850) 222-1173
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MERGER OR SHARE EXCHANGE

NORTHEAST RECOVERY NETWORK CORP.

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9/6/2005

merger

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ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Northeast Recovery Network Corp</u>	<u>Florida</u>	<u>PO4000119470</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Northeast Recovery Network, Inc.</u>	<u>New Jersey</u>	<u>0100 3562 91</u>

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.

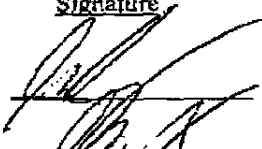
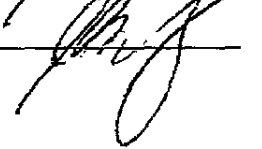
Fifth: Adoption of Merger by surviving corporation

The Plan of Merger was adopted by the sole shareholder and sole director of the surviving corporation on September 24, 2004.

Sixth: Adoption of Merger by merging corporation(s)

The Plan of Merger was adopted by the sole shareholder and sole director of the merging corporation on September 24, 2004

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name</u> <u>of Individual & Title</u>
Northeast Recovery Network Corp		By: John J. Clancy, President
Northeast Recovery Network, Inc.		By: John J. Clancy, President

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PLAN OF MERGER

BY AND BETWEEN

**NORTHEAST RECOVERY NETWORK INC. ("NERNI")
AND
NORTHEAST RECOVERY NETWORK CORP. ("NERNC")**

RECITALS:

WHEREAS, Shareholders own all of the issued and outstanding capital stock of NERNI and NERNC and

WHEREAS, the respective Boards of Directors of NERNI and NERNC have resolved that NERNI be merged in accordance with the Florida Business Corporation Act (the "Florida Law"), the New Jersey Business Corporation Act (the "New Jersey Law") and the provisions of this Plan of Merger into a single corporation existing under the laws of the State of Florida (the "Merger"), to wit, NERNC shall be the surviving corporation in a transaction qualifying as a reorganization with the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, for the mutual consideration set out herein, and intending to be legally bound hereby, the parties agree as follows:

AGREEMENT

1. The Mergers.

The Recitals and Section 1 and Section 2 hereof shall constitute the "Plan of Merger" under the Florida Law and the New Jersey Law.

(a)(i) At the Effective Time (as defined in subparagraph (iv) hereof, and subject to the terms and conditions of this Plan of Merger and the Florida Law and New Jersey Law, NERNI shall be merged with and into NERNC, the separate existence of NERNI shall thereupon cease and NERNC shall be the surviving corporation in such Merger. NERNC is hereinafter sometimes referred to as the "Surviving Corporation."

(ii) At the Effective time, the Surviving Corporation shall continue its corporate existence under the Florida Law and shall thereupon and thereafter possess all rights, privileges, powers and franchises of a public as well as a private nature of NERNI and NERNC (collectively referred to as the "Constituent Corporations"), and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations; and all of the property, real, personal and mixed, tangible or intangible, and all of the franchises of each of the Constituent Corporations, and all debts due to either of the

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Constituent Corporations on whatever account, including subscriptions to shares and other choses-in-action belonging to each of the Constituent Corporations, and all and every other interest shall be vested in the Surviving Corporation; and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and all other effects of such Merger specified in the Florida Law and New Jersey Law shall result therefrom.

(iii) The name of the Surviving Corporation shall be NORTHEAST RECOVERY NETWORK CORP.

(iv) The Merger shall be effected as of the date and time of the filing of the Articles of Merger (the "Articles of Merger") with the Secretary of State of Florida in accordance with the provisions of the Florida Law and the Certificate of Merger (the "Certificate of Merger") with the Department of Treasury of the State of New Jersey in accordance with the provisions of the New Jersey Law, which filings the parties hereto shall cause to occur immediately upon the satisfaction or waiver of the conditions hereinafter set forth. The term "Effective Time" shall mean the date and time of filing of the Articles of Merger with the Department of State of Florida and Certificate of Merger with the Department of Treasury of the State of New Jersey.

(v) The By-Laws of the Surviving Corporation shall be the By-Laws of NERNC prior to the Merger, until thereafter amended as provided therein and under the Florida Law. The Director set forth on Exhibit 1.1 hereof shall, after the Effective Time, be the Director of the Surviving Corporation until the next annual meeting of shareholders and until his successor or successors is/are elected and qualified or until his earlier death, resignation or removal in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation. The Officers set forth on Exhibit 1.2 hereto shall, after the Effective Time, be the officers of the Surviving Corporation, each to hold office in accordance until the next annual meeting of directors and until their respective successor or successors is/are elected and qualified or until their earlier death, resignation or removal in accordance with the By-Laws of the Surviving Corporation and the Florida Law.

2. Status and Conversion of Securities.

(a) At the effective Time, by virtue of the Merger and without any action on the part of NERNI or NERNC, or the holders of any of the securities of any such corporations:

i) Each share of the Class A Voting Common Stock, no par value, of NERNI issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Time into one (1) fully paid share of the Class A Voting

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Common Stock, no par value, of NERNC (the "NERNC Class A Stock"), and each share of the Class B Non-Voting Common Stock, no par value, of NERNI issued and outstanding immediately prior the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Time into one (1) share of the Class B Non-Voting Common Stock, no par value, of NERNC (the "NERNC Class B Stock").

ii) Each share of the NERNC Class A Stock and each share of the NERNC Class B Stock held by NERNI immediately prior to the Effective Time shall, by virtue of the Merger and at the Effective Time, cease to exist and certificates representing such shares shall be cancelled.

iii) All notes and other debt instruments, if any, which are outstanding at the Effective Time shall continue to be outstanding subsequent to the Effective Time as notes and other debt instruments of the Surviving Corporation subject to their respective terms and provisions.

(b) At the Effective time, any options or warrants of NERNI shall be cancelled and each Employee Stock Option, Stock Bonus, Stock Award Plan or Stock Appreciation Right of NERNI shall be terminated and be of no further effect.

(c) After the Effective Time, there shall be no transfers on the Stock Transfer books of any of the capital stock of NERNI (other than to record issuance or transfers occurring prior to the Effective Time).

(d) NERNI and NERNC, and their respective shareholders each agrees to use its, his or her best efforts to take all such action as may be necessary or appropriate to effectuate the Mergers under the Florida Law and New Jersey Law as promptly as possible, including, without limitation, the adoption and filing under the Florida Law and New Jersey Law of the Articles of Merger and the Certificate of Merger, respectively, consistent with the terms of this Agreement. The Surviving Corporation shall bear the costs of such filings. If at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest in the Surviving Corporation full right, title and possession to all assets, property, rights, privileges, powers and franchises of any of the Constituent Corporations, the officers of such corporations are fully authorized in the name of their corporation and otherwise to take, and shall take, all lawful and necessary action.

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