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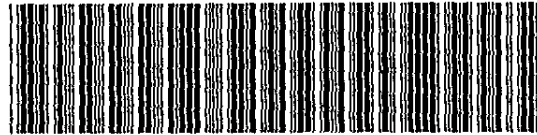
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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Florida Statutes, Section 607.1105, and the North Carolina Business Corporation Act pursuant to N.C.G.A. G.S. §55-11-07..

First: The name and jurisdiction of the surviving corporation are **FINANCIAL ANALYSTS' REVIEW INTERNATIONAL, INC.**, a Florida corporation.

Second: The name and jurisdiction of each merging corporation are **FINANCIAL ANALYSTS' REVIEW OF THE UNITED STATES, INC.**, a North Carolina corporation.

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 and the North Carolina Secretary of State.

Fifth: The Plan of Merger was adopted by the shareholders and Board of Directors of the surviving corporation on December 31, 2004.


Sixth: The Plan of Merger was adopted by the shareholders and Board of Directors of the merging corporation on December 31, 2004.

Seventh: Pursuant to N.C.G.A. G.S. §55-11-07(a)(3), the surviving corporation hereby designates its mailing address as 17822 Eagle Trace, Tampa, Florida 33647, and agrees to file with the North Carolina Secretary of State a statement of any subsequent change therein.

Eighth: SIGNATURES FOR EACH CORPORATION:


Surviving Corporation:

**FINANCIAL ANALYSTS' REVIEW
INTERNATIONAL, INC., a
Florida corporation**

By: 
Jack S. Rader, Its President

Merging Corporation:

**FINANCIAL ANALYSTS' REVIEW OF
THE UNITED STATES, INC.,
a North Carolina corporation**

By: 
Jack S. Rader, Its President

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger is submitted in compliance with Section 607.1107, Florida Statutes, N.C.G.A. G.S. §55-11-07, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are **FINANCIAL ANALYSTS' REVIEW INTERNATIONAL, INC.**, a Florida corporation.

Second: The name and jurisdiction of each merging corporation are **FINANCIAL ANALYSTS' REVIEW OF THE UNITED STATES, INC.**, a North Carolina corporation.

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

A. The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State and the North Carolina Secretary of State.

B. The consideration given by **FINANCIAL ANALYSTS' REVIEW INTERNATIONAL, INC.** in exchange for all of the issued and outstanding shares of **FINANCIAL ANALYSTS' REVIEW OF THE UNITED STATES, INC.** is ten (10) shares of **FINANCIAL ANALYSTS' REVIEW INTERNATIONAL, INC.** for each issued and outstanding share of **FINANCIAL ANALYSTS' REVIEW OF THE UNITED STATES, INC.**.

C. **FINANCIAL ANALYSTS' REVIEW INTERNATIONAL, INC.** shall continue to be subject to and governed by its Articles of Incorporation and Bylaws.

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:

A. All of the issued and outstanding shares of **FINANCIAL ANALYSTS' REVIEW OF THE UNITED STATES, INC.** shall be transferred to **FINANCIAL ANALYSTS' REVIEW INTERNATIONAL, INC..**

B. **FINANCIAL ANALYSTS' REVIEW INTERNATIONAL, INC.** shall issue ten (10) shares for each share of **FINANCIAL ANALYSTS' REVIEW OF THE UNITED STATES, INC.** transferred to **FINANCIAL ANALYSTS' REVIEW INTERNATIONAL, INC..**

C. The shares of **FINANCIAL ANALYSTS' REVIEW OF THE UNITED STATES, INC.** shall be cancelled.