

Division of Corporations

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P06000142780

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Belco Group, Inc., a Florida corporation

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ARTICLES OF MERGER

BELCO GROUP, INC.,
a Kentucky Corporation (Merging Corporation)
with and into
BELCO GROUP, INC.,
a Florida Corporation (Surviving Corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, *Florida Statutes* and with the Kentucky Business Corporation Act pursuant to Section 271B.11-010, *Kentucky Statutes*.

Article 1. The name of the surviving corporation is Belco Group, Inc., a Florida corporation ("Belco Florida") (document number P06000142780).

Article 2. The name of the merging corporation is Belco Group, Inc., a Kentucky corporation ("Belco Kentucky").

Article 3. The plan of merger is attached hereto as Exhibit A.

Article 4. The effective date of the merger shall be the later of (i) 12/20, 2006; or (ii) the date on which these articles are filed with the Department of State of the State of Florida.

Article 5. The plan of merger was adopted by the board of directors and shareholders of Belco Florida by unanimous written consent on November 13, 2006 constituting the necessary approval of the merger by such corporation pursuant to the laws of its state of incorporation.

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Article 6. The plan of merger was adopted by the shareholders and directors of Belco Kentucky by unanimous written consent on November 13, 2006 constituting the necessary approval of the merger by such corporation pursuant to the laws of its state of incorporation.

BELCO GROUP, INC.
a Florida corporation

By: 

Name: Bradley C. Lehmann
Title: President

BELCO GROUP, INC.,
a Kentucky corporation

By: 

Name: Bradley C. Lehmann
Title: President

Exhibit A: Plan of Merger

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EXHIBIT A

Plan of Merger

1. The name of the surviving corporation is Belco Group, Inc., a Florida corporation (the "Surviving Corporation"). The name of the merging corporation is Belco Group, Inc., a Kentucky corporation (the "Merging Corporation").

2. The terms and conditions of the proposed merger are as follows: The Surviving Corporation shall succeed to and become the owner of all of the property and assets of any nature of the Merging Corporation and to all of the Merging Corporation's rights, privileges, powers and franchises, public and private, and shall assume and be liable for all of the debts, liabilities, restrictions, disabilities and duties of the Merging Corporation, all to the fullest extent provided by the Florida Business Corporation Act.

3. The manner and basis of converting the shares of the Merging Corporation into securities of the Surviving Corporation, cash or other property is as follows: Upon the effective date of the merger, each share of the Merging Corporation's common stock, without par value, issued and outstanding immediately prior to such effective date, shall, by virtue of the merger, and without any action on the part of the holder thereof, be converted into shares of the common stock, with par value, of the Surviving Corporation.

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