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TALLAHASSEE, FLORIDA

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May 29, 2007

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Brunswick Associates, Inc.

Dear Ladies/Gentlemen:

Enclosed for filing please find:

1. **Articles of Incorporation for Brunswick Associates, Inc.,** as a new Florida corporation.
2. **Articles of Merger,** merging Brunswick Associates, Inc., a Vermont corporation into Brunswick Associates, Inc., a Florida corporation. ***Please file the Articles of Merger only after the filing and creation of Brunswick Associates, Inc., a Florida corporation. Kindly insert the Document Number in the Articles, after Brunswick Associates, Inc., is formed..***
3. **Plan of Merger,** in accordance with F.S. 607.1105.
4. **Filing Fees** of \$157.50, calculated as follows: New corporation with Certified Copy = \$78.50; 2 party merger with certified copy = \$78.50.

Please return the Certified Copies to the address above. Should you require anything further, please contact me.

Sincerely,

David M. Platt

DMP/sab
Enclosures

Henderson, Franklin, Starnes & Holt, P.A.

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TALLAHASSEE, FLORIDA

FAX AUDIT NO.:

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.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BRUNSWICK ASSOCIATES, INC.	Florida	<u>P07-65349</u>

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BRUNSWICK ASSOCIATES, INC.	Vermont	2007-54108-0

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: The Plan of Merger was adopted by the shareholders of the surviving corporation on the 21st day of May, 2007.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on the 21st day of May, 2007.

BRUNSWICK ASSOCIATES, INC.,
a Florida corporation



By: Richard F. Herbster
Its: President

BRUNSWICK ASSOCIATES, INC.,
a Vermont corporation



By: Richard F. Herbster
Its: President

FAX AUDIT NO.:

FAX AUDIT NO.:

PLAN OF MERGER

In accordance with Section 607.1101 *et. seq.* of the Florida Business Corporation Act (the "Act"), this Plan of Merger (the "Plan") is made and entered into this 21st day of May, 2007, by and between BRUNSWICK ASSOCIATES, INC., a Florida corporation (the "surviving corporation"), and BRUNSWICK ASSOCIATES, INC., a Vermont corporation (the "merging corporation"), as part of a tax-free reorganization under Internal Revenue Code Section 368(a)(1)(F).

1. Merger. In accordance with the provisions of the Act, the merging corporation shall be merged with and into the surviving corporation and the separate existence of the merging corporation shall thereupon cease, and the surviving corporation shall continue to exist under and be governed by the Act.

2. Articles of Incorporation. The Articles of Incorporation of the surviving corporation, in effect immediately prior to the Effective Date, shall, without any changes, be the Articles of Incorporation of the surviving corporation, until further amended as permitted by law. "Effective Date" shall mean the date the Articles of Merger are filed with the Florida Department of State.

3. Bylaws. The Bylaws of the surviving corporation, in effect immediately prior to the Effective Date, shall, without any changes, be the Bylaws of the surviving corporation, until further amended as permitted by law.

4. Directors and Officers. The directors and officers of the surviving corporation, in office immediately prior to the Effective Date, shall continue to be the directors and officers of the surviving corporation after the merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of the surviving corporation. The directors of the surviving corporation are:

RICHARD F. HERBSTER
CAROL E. HERBSTER

The officers of the surviving corporation are:

President:	RICHARD F. HERBSTER
Secretary/Treasurer:	CAROL E. HERBSTER

5. Distribution to Shareholders of the Constituent Corporations. Immediately prior to the Effective Date, there are one hundred (100) shares of common stock of the merging corporation issued and outstanding, Richard F. Herbster owning a one hundred percent (100%) interest, and there are one hundred (100) shares of common stock of the surviving corporation issued and outstanding, Richard F. Herbster owning a one hundred percent (100%) interest. Upon the Effective Date, each share of common stock of the merging corporation then outstanding shall be cancelled.

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Each share of common stock of the surviving corporation that is issued and outstanding immediately prior to the Effective Date shall continue to represent one (1) validly issued, fully paid and non-assessable share of common stock of the surviving corporation. Each certificate of the surviving corporation evidencing ownership of any such shares shall, following the merger, continue to evidence a one hundred percent (100%) ownership interest in the surviving corporation by Richard F. Herbster.

6. Effect of Merger. As of the Effective Date, the separate existence of the merging corporation shall cease, and the surviving corporation shall be fully vested with all rights, privileges, immunities, disabilities and duties, of the merging corporation, as more particularly set forth in the Act.

7. Supplemental Action. If, at any time after the Effective Date, the surviving corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the surviving corporation or the merging corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the surviving corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the surviving corporation to carry out the provisions of this Plan.

The parties have set their hands and seals as of the date first above written as evidence that they agree, accept and adopt this plan.

BRUNSWICK ASSOCIATES, INC.,
a Florida corporation


By: Richard F. Herbster
Its: President

BRUNSWICK ASSOCIATES, INC.,
a Vermont corporation


By: Richard F. Herbster
Its: President

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