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MERGER OR SHARE EXCHANGE

Brooks Options, Inc.

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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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Brooks Options, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Brooks Options, Inc.	Pennsylvania	

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.

OR 12 / 7 / 07 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 6, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 6, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director _____

Typed or Printed Name of Individual & Title

Brooks Options, Inc.

4:

Joel Greenberg, Secretary

Brooks Options, Inc.

Brian Sullivan, Treasurer

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Jurisdiction

Florida

Jurisdiction

Pennsylvania

On the date of merger, Brooks Options, Inc. (the "Merged Corporation") shall be merged with and into Brooks Options, Inc. (the "Surviving Corporation"). On the date of merger, the Merged Corporation shall cease to exist and the Surviving Corporation shall assume all obligations and obtain all rights of the Merged Corporation. The certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of the surviving corporation.

On the date of merger, the issued and outstanding shares of common stock of the Merged Corporation (i.e. 1 share) will constitute and be exchangeable for the issued and outstanding shares of the Surviving Corporation (i.e. 100 shares).

PL064 - 12/30/16 CT System Online

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: