# Florida Department of State

Division of Corporations Public Access System

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## MERGER OR SHARE EXCHANGE

Brooks Options, Inc.

Certificate of Status	0
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TALLAHASSEE. FLORIDA

# 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:

Name	Jurisdiction	Document Number ((f/known/applicable)		
Brooks Options, Inc.	Florida			
Second: The name and jurisdiction of each	merging corporation:			
Name	Jurisdiction	Document Number (If known applicable)		
Brooks Options, Inc.	Pennsylvania			
		·		
Third: The Plan of Merger is attached.				
Fourth: The merger shall become effective Department of State.	e on the date the Articles of Merg	er are filed with the Florida		
OR 12 / 7 / 07 (Buter 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 <u>surviving</u> corporation - (COMPLETE ONLY ONE STATEMENT) The Plan of Merger was adopted by the shareholders of the surviving corporation on <u>December 6</u> , 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 of The Plan of Merger was adopted by the sha	rporation(s) (COMPLETE ONLY ( reholders of the merging corpora	ONE STATEMENT) tion(s) on December 6, 2007		
The Plan of Merger was adopted by the borand and shareholde	ard of directors of the merging co r approval was not required.	rporation(s) on		
(Attac	h additional sheets if necessary)			

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## Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Brooks Options, Inc.	By: 11	Joel Greenberg, Secretary
Brooks Options, Inc.		Brian Sullivan, Treasurer
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## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation: Name **Jurisdiction** Brooks Options, Inc. Florida Second: The name and jurisdiction of each merging corporation: Name Jurisdiction Brooks Options, Inc. Poznaylvania Third: The terms and conditions of the merger are as follows: 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 Morged Corporation shall cease to exist and the Surviving Corporation shall assume all obligations and obtain all rights of the Merged Corporation. The partificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of the surviving corporation. 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 lnm 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 as follows: On the date of merger, the issued and outstanding theres of common stock of the Marged Corporation (i.e. 1 share) will constitute end be exchangeable for the issued and outstanding charge of the Surviving Corporation (i.e. 100 charge). (Attach additional sheets if necessary) PLOSE - 12/30/05 C 7 System Online

### THE POLLOWING MAY BE SET FORTH IF APPLICABLE:

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

<u>OR</u>

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Restated articles are attached:

Other provisions relating to the merger are as follows:

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