

P07000133271

(Requestor's Name)

Jean Nardone
STRATEGIC RISK SOLUTIONS INC
RESERVOIR PLACE - SUITE 270
1601 TRAPELO ROAD
WALTHAM, MA 02451

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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TALLAHASSEE, FLORIDA

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C. Goulette MAR 03 2008

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)
SRS Advisers, Inc.	Florida	P07000133271

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SRS Advisers, Inc.	Delaware	

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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 / / (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
January 2, 2008 _____ 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 January 2, 2008 _____.

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)

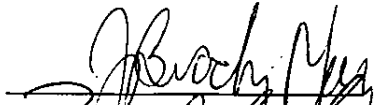
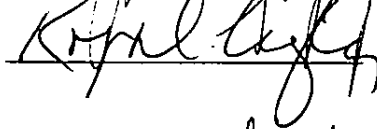
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

SRS Advisers, Inc. (FL)

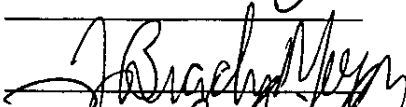
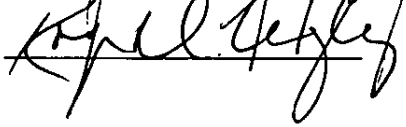



J. Brady Young, President

SRS Advisers, Inc. (FL)

Roger D. Wiegley, Secretary

SRS Advisers, Inc. (DE)

J. Brady Young, President

SRS Advisers, Inc. (DE)

Roger D. Wiegley, Secretary

PLAN AND AGREEMENT OF MERGER

of

**SRS ADVISERS, INC., a Delaware corporation
with and into**

SRS ADVISERS, INC., a Florida corporation

This is a Plan and Agreement of Merger ("Agreement") between SRS ADVISERS, INC., a Delaware corporation (the "Disappearing Corp." or "SRS/AD-DE"), and SRS ADVISERS, INC., a Florida corporation (the "Surviving Corp." or "SRS/AD-FL") (collectively the "Constituent Corporations"). A Plan of Merger ("Plan") in accordance with (1) the provisions of Title 8, Section 252 of the Delaware General Corporation Law ("Delaware Law"), and (2) Section 607.1101 of the Florida Business Corporation Act ("Florida Act") and (3) Section 368(a)(1)(A) of the Internal Revenue Code, as amended, is adopted as follows:

1. Merger. SRS/AD-DE shall be merged with and into SRS/AD-FL, to exist and be governed by the laws of the State of Florida. The name of the Surviving Corporation shall be SRS Advisers, Inc..

2. Articles of Incorporation, Bylaws, Officers and Directors. The Articles of Incorporation and Bylaws of Surviving Corp., as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes be the

Articles of Incorporation and By-laws of the Surviving Corp. from and after the Effective Date until further amended as permitted by law. The persons serving as officers and directors of the Surviving Corp., before the Effective Date of the Merger, shall continue to serve as the officers and directors of the Surviving Corp. after the Effective Date of the Merger.

3. Conversion of Outstanding Stock and Derivative Securities.

A. At the Effective Date, each issued and outstanding share of SRS/AD-DE common stock and all rights in respect thereof shall be converted into one fully-paid and nonassessable share of SRS/AD-FL common stock, and each certificate representing shares of SRS/AD-DE common stock shall for all purposes deemed to evidence the ownership of the same number of shares of SRS/AD-FL common stock as set forth in such certificate. After the Effective Date, each holder of an outstanding certificate representing shares of SRS/AD-DE's common stock may, at such shareholder's option, surrender the same to the Secretary of SRS/AD-FL for cancellation, and each such holder shall be entitled to receive in exchange therefor a certificate(s) evidencing the ownership of the same number of shares of SRS/AD-FL common stock as are represented by the SRS/AD-DE certificate(s) surrendered to SRS/AD-FL's Secretary.

B. At the Effective Date, each stock option, stock warrant, convertible debt instrument and other right to subscribe for or purchase shares of SRS/AD-DE's common stock shall be converted into a stock option, stock warrant, convertible debt instrument or other right to subscribe for or purchase the same number of shares of SRS/AD-FL common stock, and each certificate, agreement, note or other document representing such stock option, stock warrant, convertible debt instrument or other right to subscribe for or purchase

shares of SRS/AD-DE common stock shall be deemed for all purposes to evidence the ownership of a stock option, stock warrant, convertible debt instrument or other right to subscribe for or purchase shares of SRS/AD-FL common stock.

4. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

5. Fractional Shares. Fractional shares of SRS/AD-FL stock will not be issued. Any fractional share interest will result in the adjustment of the number of shares upward or downward to the nearest whole share.

6. Effect of Merger. On the Effective Date, the separate corporate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in and shall succeed, without other transfer, to all the rights, privileges, immunities, powers, franchises and property of Disappearing Corp. and shall be subject to all the debts, restrictions, liabilities, disabilities, and duties of the Disappearing Corp. in the same manner as if the Surviving Corp. had itself incurred them. The Surviving Corp. will carry on business with the assets of Disappearing Corp., as well as with the assets of Surviving Corp. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

7. Supplemental Action. If at any time after the Effective Date Surviving Corp. 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 Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

8. Filing with the Secretary of State of Delaware and Florida Secretary of State and Effective Date. At the Closing, the Disappearing Corp. and Surviving Corp. shall cause their respective officers to execute and file (1) Articles of Merger with the Delaware Division of Corporations and (2) Articles of Merger with the Florida Secretary of State (the "Florida Articles of Merger"), and upon such execution this Plan shall be deemed incorporated by reference into the Delaware and Florida Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles. The Disappearing Corp. shall file this Plan in its Articles of Merger with the Delaware Division of Corporations. After the Articles of Merger are filed with the Delaware Division of Corporations, the Surviving Corporation shall file the Florida Articles of Merger with the Florida Secretary of State. In accordance with s.607.1105 of the Act, the

Florida Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Florida Articles of Merger with the Secretary of State of Florida.

9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with the requirements of the of the Florida Act and the Delaware Law..

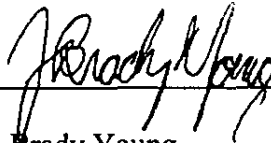
10. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.


11. Registered Office. The registered office of SRS/AD-FL in the State of Florida is located at 5053 Ocean Blvd., Suite 279, Sarasota, Florida 34242, and J. Brady Young is the registered agent of SRS/AD-FL at such address.

12. Counterparts. This Plan of Merger may be executed in counterparts, each of which shall constitute an original instrument.

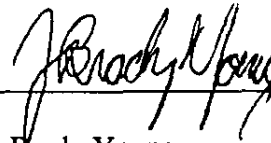
IN WITNESS WHEREOF, the parties have set their hands this 2nd day of January 2008.

SRS Advisers, Inc. a Florida corporation


By: 
J. Brady Young
President and Director

By: 
Michael O'Malley
Senior Vice President and Director

SRS Advisers, Inc. a Delaware corporation

By: 
J. Brady Young

President, Director and Shareholder

By: 
Michael O'Malley

Senior Vice President, Director and Shareholder