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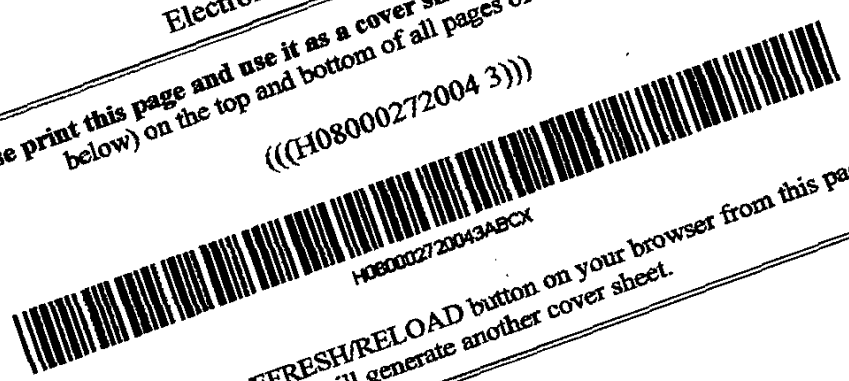
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MERGER OR SHARE EXCHANGE
RETAIL BUSINESS PARTNERS, INC.

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ARTICLES OF MERGER

Merger of

PCS HOLDINGS OF GEORGIA, INC., a Georgia corporation

into

RETAIL BUSINESS PARTNERS, INC., a Florida corporation

The undersigned corporations, in accordance with § 607.1105 of the Florida Business Corporation Act and § 14-2-1105 of the Georgia Business Corporation Code, hereby adopt the following Articles of Merger:

ARTICLE I: PARTIES

The parties to these Articles of Merger (herein the "Articles of Merger") are Retail Business Partners, Inc., a Florida corporation (herein "RBP"), and PCS Holdings of Georgia, Inc., a Georgia corporation (herein "PCS") (RBP and PCS together herein the "Merging Corporations").

ARTICLE II: SURVIVING CORPORATION

The corporation to survive the merger is RBP, which shall continue under its present name and Articles of Incorporation, except as otherwise provided herein.

ARTICLE III: ARTICLES OF INCORPORATION

The Articles of Incorporation of RBP shall not be changed by virtue of the merger.

ARTICLE IV: TERMS AND CONDITIONS

The plan of merger (herein the "Plan of Merger") submitted to the members of the board of directors (herein the "Board of Directors") and shareholders (herein the "Shareholders") of the Merging Corporations is attached hereto as Exhibit "A".

ARTICLE V: ADOPTION

A. These Articles of Merger and the Plan of Merger were adopted by the Shareholders of:

- (1) RBP on December 1, 2008; and
- (2) PCS on December 1, 2008.

B. These Articles of Merger and the Plan of Merger were adopted by the Board of Directors of:

- (1) RBP on December 1, 2008; and
- (2) PCS on December 1, 2008.

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ARTICLE VI: STATEMENT AS TO SHARES

The manner in which the issued shares of RBP and PCS will be exchanged, classified or cancelled is as follows:

A. Each share of common stock of PCS outstanding prior to these Articles of Merger becoming effective shall be converted into 42.9409 shares of Series A Preferred Stock of RBP, the Surviving Corporation.


B. Each share of common stock of RBP outstanding prior to these Articles of Merger becoming effective shall continue to represent one share of common stock of RBP, the Surviving Corporation.

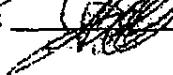
ARTICLE VII: EFFECTIVE DATE

The effective date of the merger herein contemplated is the date of filing of these Articles of Merger.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 15th day of December, 2008.

RETAIL BUSINESS PARTNERS, INC., a Florida corporation

By:  _____
James T. Pack, as its President

Attest:  _____
_____, as its Secretary

(Corporate Seal)

PCS HOLDINGS OF GEORGIA, INC., a Georgia corporation

By:  _____
James T. Pack, as its President

Attest:  _____
James T. Pack, as its Secretary

(Corporate Seal)

Exhibits: "A" - Plan of Merger

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PLAN OF MERGER
OF
PCS HOLDINGS OF GEORGIA, INC., a Georgia corporation
INTO
RETAIL BUSINESS PARTNERS, INC., a Florida corporation

The following plan of merger ("Plan of Merger") is hereby established in accordance with Florida Business Corporation Act and the Georgia Business Corporation Act.

1. Name of Corporations. The names of the corporations which are parties to this Plan of Merger are PCS Holdings of Georgia, Inc., a Georgia corporation (herein "PCS Georgia"), which shall merge into Retail Business Partners, Inc., a Florida corporation (herein "RBP" or the "Surviving Corporation"). The corporation to survive the merger is Retail Business Partners, Inc., a Florida corporation, which shall continue under the name Retail Business Partners, Inc.

2. Terms and Conditions of Merger.

(A) Directors. The directors of Retail Business Partners, Inc. shall continue to hold office as the directors of the Surviving Corporation until the first annual meeting of the shareholders of the Surviving Corporation when their respective successor(s) are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.

(B) Board of Directors' Meeting. The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the effective date of the merger.

(C) Continuation of Officers. Upon the effective date of merger, all persons who are executive or administrative officers of Retail Business Partners, Inc. shall resign and the officers set forth in paragraph 2(D) shall be the officers of the Surviving Corporation subject to the Bylaws of the Surviving Corporation. The Board of Directors or the president of the Surviving Corporation may elect or appoint such additional officers as they may deem necessary, subject to the Bylaws of the Surviving Corporation.

(D) Names of Officers. The officers and directors of the Surviving Corporation who will continue to serve are as follows:

President:	James Ralph
Vice President:	James Ralph
Treasurer:	James Ralph
Secretary	James Ralph

(E) Effective Date of Merger.

(1) This Plan of Merger shall be submitted to the respective directors and shareholders of the constituent corporations as may be required by applicable law and the governing corporate documents of the constituent corporations and shall be adopted upon receipt of such vote as is required by applicable law and governing corporate documents.

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(2) This Plan of Merger shall be deemed effective at such time as may be permitted by law and instructed by the Board of Directors of the constituent corporations.

(F) Effect of Merger.

(1) Surviving Corporation. The Surviving Corporation, shall, without other transfer, secede to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of PCS Georgia and all property, both real and personal, and all debts and liabilities due such corporations on whatever account, as well as all other causes of action and items or rights belonging to such corporations which shall be vested in the Surviving Corporation.

(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of PCS Georgia shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts, liabilities and duties of such corporation shall attach to the Surviving Corporation and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Corporation, or by its successors or assigns, PCS Georgia shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in the Surviving Corporation, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

(G) Expenses of Merger. RBP shall pay the expenses associated with this Plan of Merger.

3. Manner and Basis of Converting Shares. The manner in which the issued shares of PCS Georgia and RBP will be exchanged, classified or cancelled is as follows:

(A) The only outstanding stock ownership in PCS Georgia is common stock (the "PCS Georgia Common Stock") of which there are 10,000 shares presently outstanding. Each share of PCS Georgia Common Stock outstanding prior to the effective date of this Plan of Merger shall be converted into 42.9409 shares of Series A Preferred stock of RBP, the Surviving Corporation.

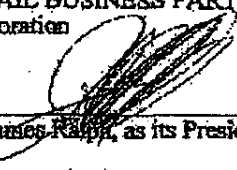
(B) The sole outstanding stock ownership in RBP is common stock (the "Common Stock") of which there are 1,717,636 shares presently outstanding. Each share of Common Stock of RBP outstanding prior to this Plan of Merger becoming effective shall remain outstanding.

4. Articles of Merger. RBP and PCS Georgia shall cause their respective corporate officers to execute and file with the appropriate government bodies, Articles of Merger reflecting this Plan of Merger.

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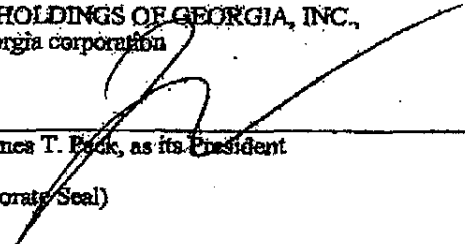
The following acknowledge that the above is a true and correct copy of the Plan of Merger adopted by the board of directors of Retail Business Partners, Inc., a Florida corporation, on ~~December 1st~~ 2008 and by the board of directors and shareholders of PCS Holdings of Georgia, Inc., a Georgia corporation on ~~December 1st~~ 2008.

RETAIL BUSINESS PARTNERS, INC., a Florida Corporation

By:  _____
James Kappa, as its President

(Corporate Seal)

PCS HOLDINGS OF GEORGIA, INC., a Georgia corporation

By:  _____
James T. Beck, as its President

(Corporate Seal)