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**PLAN AND ARTICLES OF MERGER
OF
BROOKSIDE TECHNOLOGY HOLDINGS CORP.
AND
BLUEPRINT TECHNOLOGIES, INC.**

The following Plan and Articles of Merger are submitted in accordance with the Florida Business Corporation Act, section 607.1105, Florida Statutes.

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TALLAHASSEE, FLORIDA

1. **The Merger; Parties to the Merger.** This Plan and Articles of Merger shall be filed with the State of Florida and become effective on the date filed with the Florida Department of State (the "Effective Date"), and at such time Brookside Technology Holdings Corp., a Florida corporation ("Brookside"), shall be merged (hereinafter, the "Merger") with and into its wholly-owned subsidiary, Blueprint Technologies, Inc., a Florida corporation (the "Surviving Corporation").

2. **Articles of Incorporation and Bylaws.** After the Merger, the Articles of Incorporation (without amendment) and Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered or amended as provided therein or by law.

3. **Board of Directors and Officers.** The Board of Directors and officers of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors and officers of the Surviving Corporation until their successors are elected and qualified or their earlier death or resignation.

4. **Effect of the Merger.** Upon the Merger becoming effective, (i) the separate existence of Brookside shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to Brookside shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of Brookside, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in Brookside shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of Brookside shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of Brookside shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Plan and Articles of Merger.

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✓ 5. **Conversion of Capital Stock.**

a. **Common Stock.** On the Effective Date, each outstanding share of common stock of Brookside (the "Outstanding Common Stock") shall be converted by operation of law and without any action by the holders of such shares into the right to receive one share of common stock of the Surviving Corporation.

b. **Preferred Stock.** On the Effective Date, each outstanding share of Brookside's Series A Convertible Preferred Stock and Series C Convertible Preferred Stock shall be converted by operation of law and without any action by the holders of such shares into the right to receive one share of the Surviving Corporation's Series A Preferred Stock.

c. **Options.** On the Effective Date, each outstanding option to purchase one share of common stock of Brookside shall be converted by operation of law and without any action by the holders of such options into the right to receive an option to purchase one share of common stock of the Surviving Corporation at an exercise price equal to the exercise price of the original option.


d. **Warrants.** On the Effective Date, each outstanding warrant to purchase one share of common stock of Brookside shall be converted by operation of law and without any action by the holders of such warrants into the right to receive a warrant to purchase one share of common stock of the Surviving Corporation at an exercise price equal to the exercise price of the original warrant.

e. **Common Stock of the Surviving Corporation.** On the Effective Date, all of the shares of stock of the Surviving Corporation issued and outstanding immediately prior to the Merger shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist.


6. **Approval of Merger.** The Merger and this Plan and Articles of Merger were duly approved, authorized and adopted by the Shareholders of Brookside and by the board of directors of the Surviving Corporation on February [16], 2011. The approval of the sole shareholder of the Surviving Corporation was not required pursuant to Section 607.1104 of the Florida Business Corporation Act, since Brookside owned all of the outstanding shares of the Surviving Corporation immediately prior to the Merger.

Dated: February 16, 2011

**BROOKSIDE TECHNOLOGY HOLDINGS
CORP.**

By: 
NAME: Michael Nole
TITLE: Chief Executive Officer

BLUEPRINT TECHNOLOGIES, INC.

By: 
NAME: Michael Nole
TITLE: Chief Executive Officer

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