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FACSIMILE COVER SHEET

DATE: April 18, 2011

TO: Florida Department of State
Division of Corporations
Attn: Darlene Connell

FAX NUMBER: 1-850-617-6380

FROM: Kathryn P. Jones, Esquire

REGARDING: Electronic Filing Cover Sheet/Fax Audit No. H11000100701 3
Articles of Merger Originally Filed on April 15, 2011
Our File No. 302-136

NUMBER OF SHEETS, INCLUDING COVER: 5

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Darlene:

Pursuant to our discussion with you, we are re-submitting the attached Articles of Merger, which were originally submitted for filing on April 15, 2011 (copy of fax confirmation sheet attached), to be effective on April 15, 2011 at 5 pm CST, as set forth in the Articles of Merger. The additional information you requested is included in Sections 8 and 10. Please call me at 407-647-7645 if you have any questions.

407

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ARTICLES OF MERGER
between

TCI FLORIDA ACQUISITION CORP.
and
NODARSE & ASSOCIATES, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned corporations hereby adopt and submit these Articles of Merger for filing with the Secretary of State of Florida and certify as follows:

1. The name, state of organization, and nature or type of each of the constituent entities to the merger are:
 - (a) TCI Florida Acquisition Corp., a Florida corporation; and
 - (b) Nodarse & Associates, Inc., a Florida corporation.
2. A Merger Agreement, setting forth the plan of merger, has been authorized and approved by each of the constituent entities in accordance with the Florida Statutes. The Merger Agreement has not been amended.
3. The effective date and time of the merger is April 15, 2011, at 5:00 a.m./p.m. CST.
4. The manner and basis of converting the shares of TCI Florida Acquisition Corp. and the shares of Nodarse & Associates, Inc. are as follows:
 - a. At the effective date of merger, each share of common stock of TCI Florida Acquisition Corp. issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.
 - b. At the effective date of the merger, each share of common stock of Nodarse & Associates, Inc. shall be converted into right to receive cash, shares of stock in TT Companies, Inc. ("TTC") (an affiliate of TCI Florida Acquisition Corp.) and a Promissory Note from TTC. The merger consideration will be paid 50% in cash, 45% by TTC promissory notes and 5% in shares TTC, subject to adjustments, all as more fully set forth in the Merger Agreement.
5. The name of the surviving corporation of the merger is TCI Florida Acquisition Corp.
6. The Articles of Incorporation of TCI Florida Acquisition Corp. as in effect immediately prior to the effective date and time of the merger shall be the Articles of Incorporation of the surviving corporation of the merger, except that Article I thereof shall be

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amended, as of the effective time of the merger, to read in its entirety as follows: "The name of the corporation shall be Nodarse & Associates, Inc.

7. The Bylaws of Nodarse Acquisition Corp. as in effect immediately prior to the effective date and time of the merger shall be the Bylaws of the surviving corporation of the merger, except that all references therein to the name of such corporation shall be amended, as of the effective time of the merger, to refer to its new name of "Nodarse & Associates, Inc."

8. The board of directors of each of the constituent entities, by resolution adopted by unanimous written consent of such boards, authorized and approved the Merger Agreement, setting forth the plan of merger. *The Merger Agreement setting forth the plan of merger, was adopted by the Board of Directors of TCI Florida Acquisition Corp on April 11, 2011 and*

9. The executed Merger Agreement, setting forth the plan of merger, is on file at *the Board of Directors of Nodarse & Associates, Inc. on April 12, 2011.* 18001 W. 106th Street, Suite 300, Olathe, Kansas 66061, the principal place of business of the surviving entity of the merger.

10. The stockholders of each of the constituent entities, by resolution adopted at a duly called meeting of such stockholders (or by unanimous written consent of such stockholders), authorized and approved the Merger Agreement, setting forth the plan of merger. *The Merger Agreement, setting forth the plan of merger, was approved by the shareholders of*

11. A copy of the Merger Agreement, setting forth the plan of merger, will be *TCI Florida Acquisition Corp.* furnished by the surviving corporation of the merger, on request and without cost, to any partner, *on April 13, 2011 and by the shareholders of Nodarse & Associates, Inc. on April 14, 2011.* shareholder for any entity that is a party to the merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned this *15th* day of April, 2011.

TCI FLORIDA ACQUISITION CORP.

By: 

Name: David R. Gaboury

Title: President

NODARSE & ASSOCIATES, INC.

By: 

Name: Leila L. Nodarse

Title: President

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